



**Raj Agro Mills Limited**  
**25<sup>th</sup> Annual Report**  
**2014-2015**

**BOARD OF DIRECTORS:**

Sh. Sanjeev Bansal	:	Managing Director
Sh. Varinder Kumar	:	Director
Sh. Jatinder Singh	:	Director
Mrs.Meenu Uppal	:	Director

**COMPANY SECRETARY**

Mr. Davinder Kumar

**CHIEF FINANCIAL OFFICER**

Mr. Rupinder Singh

**STATUTORY AUDITORS**

M/s P.C. Goyal & Co;  
Chartered Accountants  
62, New Lajpat Nagar  
Ludhiana (Pb)

**BANKERS**

State Bank of India  
Specialised Commercial Branch  
Miller Ganj,  
PahwaHospital Complex  
Ludhiana - (Pb)

**SHARE TRANSFER AGENT**

M/s Link Intime India Private Limited  
(Formerly Intime Spectrum Registry Limited)  
44- Community Centre, 2<sup>nd</sup> Floor, Naraina Industrial Area  
Phase-I, PVR, Naraina, New Delhi

<b>25<sup>th</sup> ANNUAL GENERAL MEETING</b>	<b>CONTENTS</b>	<b>Page No.</b>
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### NOTICE

**NOTICE** is hereby given that the 25<sup>th</sup> Annual General Meeting of the Members of **RAJ AGRO MILLS LIMITED** will be held on **Wednesday, the 30<sup>th</sup> day of September, 2015 at 10.00 a.m.** the Registered Office of the Company at **C-8/419 Sector 8, Near Madhuban Chowk, Rohini, New Delhi-110 085** for transacting the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup>, March, 2015 including Audited Balance Sheet as at 31<sup>st</sup>. March, 2015, the statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Varinder Kumar (DIN:00057532) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s P.C. Goyal & Co. Chartered Accountants, Ludhiana as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

#### SPECIAL BUSINESSES:

#### **4.Appointment of Mrs Meenu Uppal (DIN 07144268) as Independent Director**

**To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149,152 and any other applicable provisions of the Companies Act, 2013 and Rules made there-under (Including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mrs Meenu Uppal (DIN07144268), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a period of 5 years w.e.f 30.09.2015.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution.”

**By Order of Board  
For Raj Agro Mills Limited**

Sd/-  
(Sanjeev Bansal)  
Managing Director  
DIN- 00057485  
662/2, Premjit Road , Gurdev  
Nagar, Ludhiana-141001

Date: 28.08.2015  
Place: Ludhiana

#### **NOTES:**

- i) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
- ii) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE BLANK PROXY FORM IS ENCLOSED.**

- iii) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- iv) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- v) 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/ Skyline Financial services Limited.
- vi) The register of members and the share transfer book of the company will remain closed from 24th September, 2015 to 30th September, 2015 (both days inclusive). The book closure dates have been fixed in consultation with Stock Exchanges.
- vii) The Notice of the AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or with the Depository Participant(s), unless members have requested for the hard copy of the same, physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to the Members who have not registered their email address with the Company Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Gate of Venue of the AGM.
- viii) Members are requested to bring their copies of Annual Reports along with them, as copies of the report will not be distributed at the meeting.
- ix) Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.
- x) Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of meeting.
- xi) M/s B.K. Gupta & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e voting process). The scrutinizer shall upon the conclusion of General Meeting, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
- xii) The Results of the resolutions passed at the AGM of the Company will be declared within 48 working hours of the conclusion of AGM. The Results declared along with the Scrutinizer's report shall be placed on website of CDSL and will be communicated to the stock exchanges.
- xiii) **Voting through Electronic Means:** Pursuant to the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management And Administration) Rules, 2014, as amended from time to time and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to the Members a facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means.

**The instructions for shareholders voting electronically are as under:**

- a. The Members whose name appears in the Register of Members of the Company as on 24th September, 2015. The Members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting shall commence on 27<sup>th</sup> September, 2015 at 09:00 AM and ends on 29<sup>th</sup> September, 2015 at 05:00 PM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting value.
- c. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- d. Click on "Shareholders" tab.
- e. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- f. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- g. Next enter the Image Verification as displayed and Click on Login.
- h. 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.
- i. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- j. After entering these details appropriately, click on "SUBMIT" tab.
- k. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- l. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- m. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- n. 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.
- o. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- p. 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.
- q. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- r. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- s. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- t. Note for Institutional Shareholders and custodians

- 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.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- u. 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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- v. Members holding equity shares in electronic form and proxies thereof are requested to bring their DP ID and client ID for identification.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item No. 4 of the accompanying Notice.**

#### **ITEM NO.4**

Mrs Meenu Uppal has been appointed by the Board as an Additional Director as on and with effect from 31st March, 2015 and being additional director she holds office only up to the date of this Annual General Meeting.

Mrs. Meenu Uppal is not disqualified from being appointed as Directors in terms of Section 164 of the Act. The Company has also received declarations from her about her meeting the criteria of independence as prescribed as per Section 149 of the Companies Act and under Listing Agreement.

In the opinion of the Board Mrs. Meenu Uppal fulfill the conditions for appointment as Independent Director as specified in the Act and Listing Agreement.

Hence, the Board of Directors of your company recommends that the Resolution stated at Item No.4 be passed.

#### **MEMORANDUM OF INTEREST**

None of the Directors of the Company is concerned or interested in this resolution. None of Directors/KMPs/their relatives has any financial or other interest in the said resolution.

#### **Details of directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)**

Name of the Director	:	Sh. Varinder Kumar
Date of Birth	:	20.04.1954
Date of Appointment	:	01.04.2012 (as an Ordinary Director)
DIN	:	00057532
Qualification	:	B.Sc
Experience	:	He is a person of rich technical experience in Edible Oil Industry who was earlier associated with a company as a technocrat.

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No. of Shares Held in the Company	:	100
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Chairman/Membership of other Board Committees as on 31.03.2015	:	Member - Audit Committee Member - Nomination & Remuneration Committee Member - Stakeholder Relationship cum Investor Grievance Re-dressal Committee
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Directorship/Interest in other companies/concerns as on 31.03.2015 : None

Relationship with other Directors/KMPs : None

Name of the Director : Mrs. Meenu Uppal  
 Date of Birth : 21.11.1981  
 Date of Appointment : 31.03.2015  
 DIN : 07144268  
 Qualification : M.Com  
 Experience : She is working professional and having experience in accountancy.

No. of Shares Held in the Company : Nil

Chairman/Membership of other Board Committees as on 31.03.2015 : Member - Audit Committee  
 Member -Nomination &Remuneration Committee  
 Member - Stakeholder Relationship cum Investor Grievance Re-dressal Committee

Directorship/Interest in other companies/concerns as on 31.03.2015 : None

Relationship with other Directors/KMPs : None

**By Order of Board  
 For Raj Agro Mills Limited**

Sd/-  
 (Sanjeev Bansal)  
 Managing Director  
 DIN-00057485  
 662/2, Premjit Road, Gurdev  
 Nagar, Ludhiana-141001, Punjab

Date: 28.08.2015  
 Place: Ludhiana

### DIRECTORS' REPORT TO THE MEMBERS

#### Dear Members,

Your Directors have the pleasure in presenting the 25<sup>th</sup> Annual Report of the Company together with the Audited Accounts for the financial year ended 31<sup>st</sup> March, 2015.

#### FINANCIAL RESULTS

The financial figures for the year under review are given below:

PARTICULARS	(Rs. In Lacs)	
	CURRENT YEAR 2014-2015	PREVIOUS YEAR 2013-2014
Sales and Other income	1.65	189.61
Profit/(Loss) before Interest, Depreciation and Tax	(50.09)	131.55
Less : Interest & Bank charges	--	--
Cash Profit/(Loss)	(50.09)	--
Depreciation	2.98	--
Profit/(Loss) before Tax	(53.07)	131.55
Provision for Current Tax	0.00	0.00
Provisions for Deferred Tax Liability(+)/Liability(-)	--	--
Outstanding Deferred Tax Liability written back	--	-241.22
Profit/(Loss) after Tax	(53.07)	372.77
Transfer to General Reserve	--	--
Provision for Proposed Dividend	--	--
Proposed Dividend	--	--
<b>Balance Carried to Balance Sheet</b>	<b>(53.07)</b>	<b>372.77</b>

The company has not carried on any business activity during the year under review.

#### FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review your company's income was of Rs.1.65 Lacs (Previous Year Rs.189.61 Lacs). The company has incurred a loss of Rs.53.07Lacs (Previous Year profit of Rs.372.77 Lacs) during the period under review.

#### INFORMATION ON STATE OF COMPANY'S AFFAIR

The company has not carried any activity during the year under review. And as already reported during previous reports, the company managed to settle its dues with the State Bank of India and has arrived at One Time Settlement dated 26.09.2012 and to pay off the settled dues, the company has disposed off the substantial part of its assets and very few assets have been left out on which the depreciation has been charged as per Schedule II to the Companies Act, 2013. The company was to deposit aggregate amount of Rs.28.00 cr up to 25.03.2015 as per OTS on different dates with amount specified there against. The company is regular in paying the installments of OTS and it has paid entire Principal Amount of Rs.33.20 cr under OTS up to 27<sup>th</sup> June, 2015 well before due date of 25<sup>th</sup> September, 2015. However, Interest amount of Rs.2,85,24,915/- is still outstanding as payable which is to be paid on or before 25.03.2016.

#### DIVIDEND

Your Directors express their inability to recommend any dividend in view of present turmoil.

#### TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 does not apply.

#### TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

The company has not carried on any activity since the last more than five years rather the assets of the company had been disposed off to pay off State Bank of India's liability; therefore, the Board expresses its inability to propose to carry any amount to any of reserves.

#### CHANGES IN SHARE CAPITAL

There is no change in the Share capital of the company during the Financial Year 2014-15.



**PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186**

Under review during Financial Year 2014-15, the Company has not given any loan or Guarantee or provides security in connection with a loan to any other body corporate and person and also the company has not made any investment in any other body corporate.

**AUDITOR'S****Statutory Auditors**

The existing statutory auditor M/s P C Goyal & Co. Chartered Accountants, Ludhiana, retire at the conclusion of this Annual General Meeting of the company and being eligible offer themselves for re-appointment. Your directors also recommend their re-appointment for approval of members. There is no change in the auditor of company during the year under review. They had furnished a certificate that their re-appointment, if made, would be within the prescribed limits under section 141(3)(g) of the Companies Act, 2013.

**Statutory Auditor's Report**

The Auditors Report on the Accounts of the Company is self-explanatory and the Auditors' in his audit report has commented upon the fact that the company's losses are more than its net worth and the company has liquidated its assets to pay off dues, hence, the company is presently not maintaining its going concern status.

As informed in earlier reports, the company with the intervention of Debt Recovery Tribunal-II, Chandigarh, has made an One Time Settlement Compromise with its banker namely State Bank of India vide its letter SAMB/SK/1142 dated 26.09.2012 has liquidated substantial part of its assets to make scheduled payments, hence presently, the company is not maintaining its going status. However, after complying with provisions of relevant laws and pursuant to obtaining of the requisite approvals the Company intends to carry on business of Group Housing Projects, trading of movable and immovable assets/properties and hire purchase etc.

**Cost Audit**

The company is not required to have the cost audit of its cost record due to non-operation of unit.

**Secretarial Auditors**

B.K Gupta & Associates, Company Secretaries, Ludhiana has been appointed as Secretarial Auditors of the company by the Board of Directors to conduct the secretarial audit for the financial year 2014-15.

**Internal Auditors**

The Company is not in Operation since the last more than five years so no internal Auditor is appointed in Company. However the Company has adequate internal financial controls in place and the same is operating effectively having regard to company's size and operations as certified by Statutory Auditor.

**PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Pursuant to Section 197(12) of the Act, read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company required to disclose information related to remuneration paid during the year. The detailed information in this regard is annexed to this report as "Annexure I".

**RELATED PARTY TRANSACTIONS**

The company has not entered into any contract, arrangement and transaction with any of related parties during the year under review. Therefore, there is nothing to disclose in the report.

**DETAILS AND INFORMATION AS REQUIRED UNDER SECTION 134(3) (I) OF THE COMPANIES, ACT 2013**

No material changes and commitments have taken place between the end of the financial year of the Company to which balance sheet relates and date of report, which affects the financial position of the Company.

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

The company is not engaged in the manufacturing activities or any other commercial activity as such your Directors express their inability to comment upon the conservation of energy, technology absorption measures and there is no the foreign exchange earnings and outgo during the year under review.

**EXTRACT OF ANNUAL RETURN**

The extract of Annual Return, in format MGT-9, for the financial year 2014-15 has been enclosed with this report as "Annexure II".

**DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES**

The Company has no Subsidiary/Joint Venture or Associate companies.

**DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

There is change in composition of Board of Directors during the year under review.

A) Mr R C Singal has resigned from the Board of Directors of the company whereas Mrs. Meenu Uppal has been appointed as an additional Director by the Board with effect from 31st March, 2015. She is first women director of the company. As the term of Mrs. Meenu Uppal as an additional director is expiring on the date of forthcoming Annual General Meeting of the company, therefore, the Board recommends for kind consideration and approval of worthy Shareholders the appointment of Mrs. Meenu Uppal as an independent director of the company pursuant to section 149 and 152 of the Companies Act, 2013 and the Rules made there-under. A declaration by Mrs. Meenu Uppal that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 has been received by the company .

B) Mr. Rupinder Singh has been appointed as a Chief Financial Officer of the company w.e.f 31.03.2015 by the Board.

**DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received the necessary declaration from each independent director in accordance with section 149 (7) of the Companies Act 2013, that he/she meets the criteria of independence as laid out in sub section (6) of section 149 of the Companies Act, 2013 and clause 49 of the listing agreement.

**DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL**

No material order has been passed by any regulator/court/tribunal. However as informed in earlier reports, the company with the intervention of Debt Recovery Tribunal-II, Chandigarh, has arrived One Time Settlement Compromise with its banker namely State Bank of India vide its letter SAMB/SK/1142 dated 26.09.2012 and has liquidated its assets to make scheduled payments, hence presently, the company is not maintaining its going status. However, after complying with provisions of relevant laws and pursuant to obtaining of the requisite approvals the Company intends to carry on business of Group Housing Projects, trading of movable and immovable assets/properties and hire purchase etc. in the future.

**STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

**NUMBER OF MEETINGS**

During the Financial year 2014-2015 under review, 5 meetings of Board of Directors and 4 Meetings of Audit Committee of the Company were held. Detailed information about the meetings is given in corporate governance report which forms the part of Annual Report.

**RISK MANAGEMENT POLICY**

The Board of Directors of your Company in its meeting held on 06.05.2014 adopted the Risks Management Policy. The policy establishes the process for the management of risk faced by Raj Agro Mills Limited. The aim of risk management is to maximize opportunities in all activities and to minimize adversity. This policy applies to all activities and processes associated with the normal operations of Raj Agro Mills Limited. The purpose of the Committee is to assist the Board of Directors in fulfilling its responsibilities with regard to enterprise risk management. Further, the Committee strives to assist the Board in framing, implementing and monitoring the risk management plan for the Company and reviewing and guiding the risk policy.

**EVALUATION BY BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEE AND INDIVIDUAL DIRECTORS WITH REFERENCE TO SECTION 134 (3) (p) OF THE COMPANIES ACT, 2013 AND RULE 8(4) OF THE COMPANIES (ACCOUNTS) RULES 2014 AND CLAUSE 49 OF IV(B) OF THE LISTING AGREEMENT**

Pursuant to the above said provisions of the Companies Act, 2013, rules thereof and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, directors individually as well as the evaluation of the committees as per the criteria laid down in the Nomination Remuneration Evaluation policy. Further the Independent directors have also reviewed the performance of the Non-Independent Directors and Board as a whole including reviewing the performance of the Chairperson of the company taken into account the views of an Executive Directors and Non Executive Directors vide their separate meeting held on 31.03.2015

### **COMPANY POLICY RELATING TO DIRECTOR APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The Nomination & Remuneration Committee of the Company has formulated the Nomination & Remuneration Policy on Director appointment and remuneration including the criteria for determining qualification positive attributes independence of a director and other matters as provided under section 178(3) of the Companies Act, 2013.

The Nomination and Remuneration Policy is annexed hereto and form part of this report as “**Annexure III**”.

### **AUDIT COMMITTEE**

The objectives of Audit Committee is to monitor, supervise and effective management of company's finance, to ensure effective internal financial controls and risk management systems with high level of transparency and accuracy.

Consequent to change in the composition of Board of Directors, the composition of Audit Committee has been changed and redrafted. The present Audit Committee consists of the following members;

Mr. Jatinder Singh, Chairman

Mrs. Meenu Uppal, Member

Mr. Varinder Kumar, Member

The composition of the Audit Committee consists of independent Directors viz., Mrs. Meenu Uppal and Mr. Jatinder Singh who form the majority. The Committee met four times during the year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report.

The Audit Committee had its meeting from time to time to review and monitor the effectiveness of the audit process and to examine the financial statements and to evaluate the internal financial controls and risk management assessment. The members of committee have no pecuniary interests in the company and draw nothing except meeting fee from company.

### **VIGIL MECHANISM**

The company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other directors. The Company has also provided adequate safeguards against victimization of employees and directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of company employees and the Company.

Whistle Blower policy has been adopted by the Board of Directors for effective implication of vigil mechanism process. This policy requires every director or employee to report directly to management in case of actual or possible violation of the code.

### **CORPORATE GOVERNANCE REPORT**

Pursuant to Clause 49 of the Listing Agreement, the report on Corporate Governance together with Auditor's Certificate on compliance with this regard and Managing Director's declaration in this regarding, compliance of code of conduct by Board Members and Senior Management Personnel is attached and forms part of this Annual Report.

### **DEPOSITS**

During the year, the company has not accepted any deposits under Companies Act, 2013.

### **SECRETARIAL AUDIT REPORT**

Secretarial Audit Report in format MR-3 by M/s B.K Gupta & Associates, Company Secretaries is annexed with the Board Report. Secretarial Audit Report is annexed herewith as “**Annexure IV**”.

### **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) They had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) They had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) They had prepared the annual accounts as per the applicable law, accounting standards and accounting principles however the company is not maintaining going concern due to non-operation of unit and as it has disposed off substantial part of assets to pay off bank dues; and
- (e) They had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion And Analysis Report as per Clause 49 of the Listing Agreement are given in the **Annexure-V** forming part of this report.

### **GENERAL DISCLOSURE**

Your Director state that no Disclosure or Reporting is required in respect of the following items as there were no transactions on these items during the year under review.

1. Details relating to Deposits covered under Chapter V of the Act.
2. Issue of Equity Shares with Differential right, as to dividend, voting or otherwise.
3. Issue of shares with including sweat equity shares to employees of the Company under any scheme.
4. No significant or Material order were passed by the regulators or courts or tribunal which impact the going concern status and company's operation in future, your director further state that during the year under review, there were no case filed pursuant to sexual harassment of women at workplace (prevention, prohibition and Redressal) Act, 2013.

### **ACKNOWLEDGEMENTS**

Directors acknowledge with gratitude, the continuing co-operation and assistance rendered by Financial Institutions, Banks, Government Agencies, Suppliers and other organizations in the working of the Company.

#### **FOR AND ON BEHALF OF THE BOARD**

Sd/-  
**(Sanjeev Bansal)**  
**Managing Director**  
**DIN:00057485**  
**662/2, Premjit Road, Gurdev Nagar,**  
**Ludhiana-141001,Punjab**

Sd/-  
**(Varinder Kumar)**  
**Director**  
**DIN:00057532**  
**S - V, Moti Nagar , G.T Road,**  
**Ludhiana-141007, Punjab**

Place: Ludhiana  
 Date : 28.08.2015

### ANNEXURE TO THE DIRECTORS REPORT

### Annexure-I

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (1) Ratio of the remuneration of each Director/KMP to the average remuneration of all the employees of the Company for the financial year:

Average remuneration of all employees of the Company for the Financial Year 2014-15	3,91,782
The Percentage increase in the average remuneration of employees in the Financial Year	37.04%
The number of permanent employees on the roll of the Company as on 31 <sup>st</sup> March, 2015	2

Name of Director/KMP	Remuneration of Director/KMP for financial year 2014-15	Ratio of Remuneration to average remuneration of all employees	% increase in remuneration in the Financial Year 2014-15	Comparison of the remuneration of the KMP against the performance of the Company
<b>Independent Directors</b>				
Mrs. Meenu Uppal	Nil	N.A	Nil	Nil
Mr. Jatinder Singh	Nil	N.A	Nil	Nil
<b>Executive Directors/KMP</b>				
Mr. Sanjeev Bansal M.D*	Nil			
Mr. Davinder Kumar, Company secretary	6,70,000	1.71	32.42%	Profit Before interest, depreciation and tax decreased by 138.08% and profit after tax decreased by 114.24% in Financial Year 2014-15.
Mr. Rupinder Singh, CFO	1,13,563	0.29	N.A	

**Notes: Sanjeev Bansal is Executive Director of Company but doesn't receive any salary.**

- (2) Relationship between average increase in remuneration and company performance. The profit after tax for the year is decreased by 114.24 % and whereas average remuneration has increased by 37.04%. There is increase in average remuneration whereas the profit after tax declined. However, the Profit earned during the last year was not an operating profit it was due to sale of assets during that year.
- (3) Comparison of the remuneration of the KMP against the performance of the Company. The total remuneration of KMP increased by 54.87 % from Rs. 5,05,950 in 2013-14 to Rs. 7,83,563 in 2014-15 whereas the profit after tax decreased by 114.24 % as there is loss of Rs. 53.07 lacs of the current year 2014-15 as compared to profits of Rs 372.77 lacs during the year 2013-14.
- (4) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Sr No	Description	Amount
1.	Market Cap variation	
	Mcap at 31 March, 2015	1,13,90,212
	Mcap at 31 March, 2014	69,52,064
	Variation in Mcap in FY 2015 (%)	63.84%
2	Price-to-Earnings Ratio	
	PE as at 31 March, 2015 (Mkt Price/EPS)	0
	PE as at 31 March, 2014 (Mkt Price/EPS)	0.19
3	Offer	
	- IPO price per share	18
	- Market price as at 31 March, 2015	3.67
	% decrease from last IPO	79.61%

(5) The key parameters for any variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

(7) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not Applicable since directors are not being paid any salary.

(8) It is hereby affirmed that remuneration paid is as per the remuneration policy of the Company.

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
**(Sanjeev Bansal)**  
**Managing Director**  
**DIN:00057485**  
**662/2, Premjit Road, Gurdev Nagar,**  
**Ludhiana-141001,Punjab**

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
**(Varinder Kumar)**  
**Director**  
**DIN:00057532**  
**S - V, Moti Nagar , G.T Road**  
**Ludhiana, 141007, Punjab**

## Annexure II

### Form MGT-9

### EXTRACT OF ANNUAL RETURN

As on the financial year ended 31<sup>st</sup> March, 2015

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

#### I. REGISTRATION AND OTHER DETAILS:

i) CIN: **L15149DL1990PLC040532**

ii) Registration Date: **18/06/1990**

iii) Name of the Company: **Raj Agro Mills Limited**

iv) Category/Sub-Category of the Company: **Company Limited by Shares/Indian Non-Government Company**

v) Address of the registered office and contact details: **C-8/419 Sector 8, Near Madhuban Chowk Rohini New Delhi-110085 Delhi, Ph: 0161-846751**

vi) Whether Listed Company Yes/No- **Yes**

vii) Name, Address and contact details of Registrar & Transfer Agent, if any –

**M/s Link Intime India Private Limited  
(Formerly Intime Spectrum Registry Limited)  
44- Community Centre, 2nd Floor, Naraina Industrial Area  
Phase-I, PVR, Naraina, New Delhi**

#### 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:-

Sr.No.	Name and Description of main products/services	NIC Code of the product/service	% to total turnover of the Company
1.	N.A		

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY:

Sr.No.	Name and Description of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of Shares Held	Applicable Section
	N.A				

#### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)

##### I) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total	Demat	Physical	Total	% of total	

				shares				shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	1930700	12600	1943300	62.61	1930500	12600	1943100	62.61	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies. Corp.	66900	-	66900	2.16	66900	0.00	66900	2.16	-
e) Banks/Fl	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total</b>	<b>1997600</b>	<b>12600</b>	<b>2010200</b>	<b>64.77</b>	<b>1997400</b>	<b>12600</b>	<b>2010000</b>	<b>64.76</b>	<b>(0.01)</b>
<b>(A) (1) :-</b>									
<b>(2) Foreign</b>									
a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
b) Other- Individuals	-	-	-	-	-	-	-	-	-
c) Bodies- Corp	-	-	-	-	-	-	-	-	-
d) Banks/Fl	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(A) (2) :-</b>									
<b>Total shareholding Of Promoter (A)=(A)(1)+(A)(2)</b>	<b>1997600</b>	<b>12600</b>	<b>2010200</b>	<b>64.77</b>	<b>1997400</b>	<b>12600</b>	<b>2010000</b>	<b>64.76</b>	<b>(0.01)</b>
<b>B. Public Shareholding</b>									
<b>1. Institution</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/Fl	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Fls	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Other (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2. Non-Institution</b>									
a) Bodies Corp.									
i) Indian	35223	94300	129523	4.17	28143	94300	122443	3.95	<b>(0.22)</b>
ii) Overseas	-	-	-	-	-	-	-	-	-



b) Individual									
i) Individual Shareholders Holding nominal Share capital Upto Rs.1 Lakh	377517	222636	600153	19.34	371633	222336	593969	19.14	(0.20)
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	267920	53000	320920	10.34	281454	53000	334454	10.78	0.44
c) Other (NRI, HUF, & Clearing Members)	42804	-	42804	1.38	42734	-	42734	1.38	--
<b>Sub-total (B) (2):-</b>	<b>723464</b>	<b>369936</b>	<b>1093400</b>	<b>35.23</b>	<b>723964</b>	<b>369636</b>	<b>1093600</b>	<b>35.24</b>	<b>0.01</b>

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>723464</b>	<b>369936</b>	<b>1093400</b>	<b>35.23</b>	<b>723964</b>	<b>369636</b>	<b>1093600</b>	<b>35.24</b>	<b>0.01</b>
<b>C. Shares held by</b>									
Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>2721064</b>	<b>382536</b>	<b>3103600</b>	<b>100</b>	<b>2721364</b>	<b>382236</b>	<b>3103600</b>	<b>100.00</b>	<b>-</b>

### (ii) Shareholding of Promoters

Sr.No.	Shareholder's Name	Shareholding at the beginning Of the year			Shareholding at the End of the year			% Change in share holding during the year
		No. of Shares	% of total Shares of the Com-Pany	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Com-Pany	% of Shares Pledged/encumbered to total shares	
1.	Sanjeev Bansal	557000	17.95	--	557000	17.95	--	0.00
2.	Raj Paul Bansal	500650	16.13	--	500650	16.13	--	0.00
3.	Kamlesh Bansal	226900	7.31	--	226900	7.31	--	0.00
4.	Sahil Bansal	224200	7.22	--	224200	7.22	--	0.00
5.	Salil Bansal	210800	6.79	--	210600	6.78	--	0.01
6.	Rama Bansal	156250	5.03	--	156250	5.03	--	0.00
7.	Anu Bansal/Aggarwal	46100	1.49	--	46100	1.49	--	0.00

8.	Desh Bandhu R Gupta	12600	0.41	--	12600	0.41	--	0.00
9.	Megha Bansal	7800	0.25	--	7800	0.25	--	0.00
10.	Sham Bansal	1000	0.03	--	1000	0.03	--	0.00
11.	Raj Soap & Detergents Pvt. Ltd.	66900	2.16	--	66900	2.16	--	0.00
	<b>Total</b>	<b>2010200</b>	<b>64.77</b>		<b>2010000</b>	<b>64.76</b>		<b>0.01</b>

### (iii) Change in Promoter's Shareholding

Sr.No.		Shareholding at the Beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of the total shares Of the Company	No. of Shares	% of the total shares of the Company
<b>1.</b>	<b>Sanjeev Bansal</b>				
	At the beginning of the year	557000	17.95	557000	17.95
	Bought during the year	-	-	557000	17.95
	Sold during the year	-	-	557000	17.95
	At the end of the year	557000	17.95	557000	17.95
<b>2.</b>	<b>Raj Paul Bansal</b>				
	At the beginning of the year	500650	16.13	500650	16.13
	Bought during the year	-	-	500650	16.13
	Sold during the year	-	-	500650	16.13
	At the end of the year	500650	16.13	500650	16.13
<b>3.</b>	<b>Kamlesh Bansal</b>				
	At the beginning of the year	226900	7.31	226900	7.31
	Bought during the year	-	-	226900	7.31
	Sold during the year	-	-	226900	7.31
	At the end of the year	226900	7.31	226900	7.31
<b>4.</b>	<b>Sahil Bansal</b>				
	At the beginning of the year	224200	7.22	224200	7.22
	Bought during the year	-	-	224200	7.22
	Sold during the year	-	-	224200	7.22
	At the end of the year	224200	7.22	224200	7.22
<b>5.</b>	<b>Salil Bansal</b>				
	At the beginning of the year	210800	6.79	210800	6.79
	Bought during the year	-	-	210800	6.79
	Sold during the year	200	0.01	210600	6.78
	At the end of the year	210600	6.78	210600	6.78

<b>6.</b>	<b>Rama Bansal</b>				
	At the beginning of the year	156250	5.03	156250	5.03
	Bought during the year	-	-	156250	5.03
	Sold during the year	-	-	156250	5.03
	At the end of the year	156250	5.03	156250	5.03
<b>7.</b>	<b>Anu Bansal/Aggarwal</b>				
	At the beginning of the year	46100	1.49	46100	1.49
	Bought during the year	-	-	46100	1.49
	Sold during the year	-	-	46100	1.49
	At the end of the year	46100	1.49	46100	1.49
<b>8.</b>	<b>Desh Bandhu R Gupta</b>				
	At the beginning of the year	12600	0.41	12600	0.41
	Bought during the year	-	-	12600	0.41
	Sold during the year	-	-	12600	0.41
	At the end of the year	12600	0.41	12600	0.41
<b>9.</b>	<b>Megha Bansal</b>				
	At the beginning of the year	7800	0.25	7800	0.25
	Bought during the year	-	-	7800	0.25
	Sold during the year	-	-	7800	0.25
	At the end of the year	7800	0.25	7800	0.25
<b>10.</b>	<b>Sham Bansal</b>				
	At the beginning of the year	1000	0.03	1000	0.03
	Bought during the year	-	-	1000	0.03
	Sold during the year	-	-	1000	0.03
	At the end of the year	1000	0.03	1000	0.03
<b>11.</b>	<b>Raj Soap &amp; Detergents Pvt. Ltd.</b>				
	At the beginning of the year	66900	2.16	66900	2.16
	Bought during the year	-	-	66900	2.16
	Sold during the year	-	-	66900	2.16
	At the end of the year	66900	2.16	66900	2.16

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr.No	Shareholding at the beginning Of the year	at the		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of	No. of Shares	% of the total shares of the Company
	For Each of the Top 10 Shareholders				

		the Company			
<b>1.</b>	<b>Hitesh Ramji Javeri</b>				
	At the beginning of the year	87401	2.82	87401	2.82
	Bought during the year	114	0.001	87515	2.82
	Sold during the year	-	-	87515	2.82
	At the end of the year	87515	2.82	87515	2.82
<b>2.</b>	<b>Sangeetha S</b>				
	At the beginning of the year	74590	2.40	74590	2.40
	Bought during the year	-	-	74590	2.40
	Sold during the year	-	-	74590	2.40
	At the end of the year	74590	2.40	74590	2.40
<b>3.</b>	<b>SAVITHA S</b>				
	At the beginning of the year	40490	1.30	40490	1.30
	Bought during the year	-	-	40490	1.30
	Sold during the year	-	-	40490	1.30
	At the end of the year	40490	1.30	40490	1.30
<b>4.</b>	<b>MITA DIPAK SHAH</b>				
	At the beginning of the year	29943	0.96	29943	0.96
	Bought during the year	-	-	29943	0.96
	Sold during the year	-	-	29943	0.96
	At the end of the year	29943	0.96	29943	0.96
<b>5.</b>	<b>ASHA SIROHI</b>				
	At the beginning of the year	28000	0.90	28000	0.90
	Bought during the year	-	-	28000	0.90
	Sold during the year	-	-	28000	0.90
	At the end of the year	28000	0.90	28000	0.90
<b>6.</b>	<b>NEELMA JAIN</b>				
	At the beginning of the year	25000	0.81	25000	0.81
	Bought during the year	-	-	25000	0.81
	Sold during the year	-	-	25000	0.81
	At the end of the year	25000	0.81	25000	0.81
<b>7.</b>	<b>HARSHA HITESH JAVERI</b>				
	At the beginning of the year	20000	0.64	20000	0.64
	Bought during the year	-	-	20000	0.64
	Sold during the year	-	-	20000	0.64
	At the end of the year	20000	0.64	20000	0.64
<b>8.</b>	<b>VIJAYA MANIKANT</b>				

	<b>KHONA</b>				
	At the beginning of the year	15496	0.50	15496	0.50
	Bought during the year	-	-	15496	0.50
	Sold during the year	-	-	15496	0.50
	At the end of the year	15496	0.50	15496	0.50
<b>9.</b>	<b>KISHOR PRAVINCHANDRA PARIKH</b>				
	At the beginning of the year	2768	0.09	2768	0.09
	Bought during the year	10652	0.34	13420	0.43
	Sold during the year	-	-	13420	0.43
	At the end of the year	13420	0.43	13420	0.43
<b>10.</b>	<b>ASHOK KUMAR H BISANI</b>				
	At the beginning of the year	10000	0.32	10000	0.32
	Bought during the year	-	-	10000	0.32
	Sold during the year	-	-	10000	0.32
	At the end of the year	10000	0.32	10000	0.32

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr.No.	For Each of the Directors and KMP	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
<b>1.</b>	<b>Jatinder Singh</b>				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>2.</b>	<b>Varinder Kumar</b>				
	At the beginning of the year	100	0.00	100	0.00
	Bought during the year	-	-	100	0.00
	Sold during the year	-	-	100	0.00
	At the end of the year	100	0.00	100	0.00
<b>3</b>	<b>Sanjeev Bansal</b>				
	At the beginning of the year	557000	17.95	557000	17.95
	Bought during the year	-	-	557000	17.95
	Sold during the year	-	-	557000	17.95

	At the end of the year	557000	17.95	557000	17.95
<b>4</b>	<b>Meenu Uppal</b>				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>5</b>	<b>Davinder Kumar</b>				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>6</b>	<b>Rupinder Singh</b>				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	-	-	-	-

### (V) INDEBTEDNESS

Indebtedness of the Company including interest/outstanding/accrued but not due for payment

(in Rs.)

	Secured Loans Excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	<b>7,89,03,054.63</b>	<b>1,27,90,905.00</b>	<b>NIL</b>	<b>9,16,93,959.63</b>
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>7,89,03,054.63</b>	<b>1,27,90,905.00</b>	<b>NIL</b>	<b>9,16,93,959.63</b>

<b>Changes in Indebtedness during the Financial year</b>				
• Addition		2,70,67,721.00		
• Reduction	(2,70,00,000.00)		NIL	
<b>Net Change</b>				67,721.00
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount	5,19,03,054.63	3,98,58,626	NIL	9,17,61,680.63
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>5,19,03,054.63</b>	<b>3,98,58,626</b>	<b>NIL</b>	<b>9,17,61,680.63</b>

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

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

Sr.No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Sanjeev Bansal Managing Director	--	--	--
1.	Gross Salary  (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) Income-tax Act, 1961  © 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 (A)	--	--	--	--
	Ceiling as per the Act	--	--	--	--

### B. REMUNERATION TO OTHER DIRECTORS.

Sr.No.	Particulars of Remuneration	Name of Directors			Total Amount
		Jatinder Singh	Varinder Kumar	Meenu Uppal	
1.	Independent Directors <ul style="list-style-type: none"> <li>• Fee for attending board/ Committee meetings</li> <li>• Commission</li> <li>• Others, Please specify</li> </ul>	--	--	--	--
	Total (1)	--	--	--	--
	Other Non Executive Directors <ul style="list-style-type: none"> <li>• Fee for attending board/ Committee meetings</li> <li>• Commission</li> <li>• Others, Please specify</li> </ul>	--	--	--	--
	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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary	CFO	
1.	Gross Salary  (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,70,000	1,13,563	7,83,563



	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961  © 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</b>	<b>6,70,000</b>	<b>1,13,563</b>	<b>7,83,563</b>

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

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

**NOMINATION AND REMUNERATION POLICY**  
**RAJ AGRO MILLS LIMITED**

(U/s178oftheCompaniesAct,2013andClause49(IV)oftheAmendedListing Agreement)

**PREFACE:**

In pursuance of the RAJ AGRO MILLS LIMITED policy to consider human resources as its invaluable assets, to pay appropriate remuneration to all Directors, Key Managerial Personnel and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the amended Listing Agreement, this policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

In order to align with the provisions of the Companies Act, 2013 and the Listing Agreement, the Board reconstituted and changed the name of "Remuneration Committee" to "Nomination and Remuneration Committee" on 6th May, 2014.

**1. OBJECTIVES:**

- a) To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- b) To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies of the relevant industry.
- c) To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- d) To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- e) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage

**2. DEFINITIONS:**

**(a) Key Managerial Personnel:**

- (i) Managing Director;
- (ii) Company Secretary;
- (iii) Chief Financial Officer; and
- (iv) Such other officer as may be prescribed.

**(b) Senior Management:** Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the Executive Directors including all functional heads.

**3. APPLICABILITY:**

The Policy is applicable to:

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel

**4. ROLE OF COMMITTEE:**

The role of the Committee, inter alia, will be the following:

- a) to formulate a criteria for determining qualifications, positive attributes and independence of a

Director.

- b) to recommend to the Board the appointment and removal of Senior Management
- c) to carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance.
- d) to recommend to the Board on policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- e) to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- f) ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks,
- g) to devise a policy on Board diversity;
  
- h) to develop a succession plan for the Board and to regularly review the plan

### 5. MEMBERSHIP:

- a) The Committee shall consist of a minimum 3 non-executive directors, out of which half shall be independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

### 6. CHAIRMAN:

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairman of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

### 7. FREQUENCY OF MEETINGS:

The meeting of the Committee shall be held at such regular intervals as may be required.

### 8. COMMITTEE MEMBERS' INTERESTS:

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

### 9. SECRETARY:

The Company Secretary of the Company shall act as Secretary of the Committee.

### 10. VOTING:

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote

### 11. NOMINATION DUTIES:

The duties of the Committee in relation to nomination matters include:

- a) Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the provisions provided under the Companies Act, 2013;
- c) Determining the appropriate size, diversity and composition of the Board; Setting a formal

- and transparent procedure for selecting new Directors for appointment to the Board;
- d) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
  - e) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
  - f) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
  - g) Due to reasons for any disqualification mentioned in the Companies Act, 2013 read with rules made there under, recommending, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel.
  - h) Delegating any of its powers to one or more of its members of the Committee;
  - i) Recommend any necessary changes in this policy to the Board.
  - j) Considering any other matters as may be required by the Board.

**12. REMUNERATION DUTIES:**

The duties of the Committee in relation to remuneration matters include:

- a) to consider and determine the remuneration based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate.
- b) to approve the remuneration of the Senior Management including key managerial personnel of the Company.
- c) to delegate any of its powers to one or more of its members of the Committee.
- d) to consider any other matters as may be required by the Board;

**13. MINUTES OF COMMITTEE MEETING:**

The minutes of all the proceedings of all meetings must be signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board meetings.

**14. EFFECTIVE DATE & AMENDMENTS:**

This policy will be effective from 6<sup>th</sup> May, 2014 and may be amended subject to the approval of Board of Directors.

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

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

To  
The Members,  
Raj Agro Mills Limited  
C-8/149, Sector 8,  
Near Madhuban Chowk,  
Rohini, New Delhi,  
Delhi-110085

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

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Oversea Direct Investment and External Commercial Borrowings - Not Applicable during the audit period;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not Applicable during the audit period;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not Applicable during the audit period;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable during the audit period-;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable during the audit period; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- Not Applicable during the audit period- Not Applicable during the audit period;
- (vi) We have relied on the representation made by the Company & its Officers that Company has already shut down its business operations for past more than five years and not maintaining going concern status, thus no Labour Laws and Environmental Laws are applicable on the Company during the audit period.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified during the audit period hence not applicable on Company)

(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange;

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

### **We further report that**

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

Adequate notice 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.

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

**We further report that** during the audit period, according to information and explanation given by company representatives, company is not doing any business for the past more than five years and company has sold a substantial part of its fixed assets to discharge its liabilities of its banker in terms of One Time Settlement with bank. At present there is no business operation therefore, there is no production, sale or purchase of any goods during the period under review. In the absence of any business operations the company has not appointed internal auditors for the Financial Year 2014-15. No Environmental Law is applicable to the Company as it has already informed various Pollution Control Authorities about its business conditions As company already shut down of its plant, so there is no person employed by the company during the year under review except two permanent employees of the company.

**Place: Ludhiana**

**Date: 28.08.2015**

**For B.K. Gupta & Associates**

**Company Secretaries**

**sd/-**

**(Bhupesh Gupta)**

**Partner**

**FCS No.:4590**

**C P No.:5708**

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

### Annexure:-A

To  
The Members,  
Raj Agro Mills Limited  
C-8/149, Sector 8,  
Near Madhuban Chowk,  
Rohini, New Delhi,  
Delhi-110085

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

**For B.K. Gupta & Associates**  
**Company Secretaries**  
Sd/-  
**(Bhupesh Gupta)**  
**Partner**  
FCS No.:4590  
C P No.:5708

**Place: Ludhiana**  
**Date: 28.08.2015**

### Annexure-V

#### **MANAGEMENT DISCUSSION AND ANALYSIS** **(Pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges)**

While it has been the practice of the Company to regularly share with Members the developments/information on the Company and the Industry Front. However, this section and format is being offered as part of the Annual Report.

#### **OVERVIEW**

Financial Statements of the Company have been prepared in compliance with the requirements of the Companies Act, 2013 and generally accepted accounting principles in India. There are no material departures from the prescribed accounting standards in the adoption of accounting standards. The management of the Company accepts responsibility for the integrity and objectivity of these financial statements, as well as various estimates and judgments used therein. The estimates and judgments relating to financial statements have been made on a prudent and reasonable basis so that financial statements reflect in a true and fair manner, the form and substance of transactions and reasonably present the company's state of affairs and profit/loss for the year. The predictions and future estimates in any statements given in this report are based on current environment. However, many unforeseen and uncontrollable external factors may alter these predictions.

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

The Company has proper and adequate internal control systems to ensure that all financial transactions are authorized and recorded correctly. There are no operation(s)/ transaction(s) during the year. This system ensures that

all assets of the Company are properly protected against loss and put to authorised use only. However to pay off bank liabilities and the company pursuant to approval of members had disposed of its assets. The Audit Committee meets at regular intervals to review audit observations and implementation of corrective actions and submit reports of its observations to the Board of Directors.

### **RISK AND MANAGEMENT PERCEPTION**

The Company was forced to dispose of its assets to pay off bank dues hence the management is nothing much to offer under this para.

### **HUMAN RESOURCES/INDUSTRIAL RELATIONS**

The relations of Company remained very cordial with staff and other concerned during the year under review but it is very unfortunate that there is no workforce.

### **OUTLOOK**

Presently the prime task is to pay off the dues of bank for which all most all the assets had been sold at distress value and the sale proceeds has been duly deposited with the bank and till date there is no default in payment of any installment falling due under the One Time Settlement proposal.

The sale of the assets had been made by the Board of Directors after careful consideration, negotiation and in the best interest of the company and its members. It is note-worthy that company had already obtained the approval of the shareholders under section 293(1)(a) of the Companies Act, 1956 for disposal by way of sale, transfer or otherwise of whole or substantially the whole of undertaking of the company at a time or at different times in one or more tranches pursuant to the Postal Ballot Notice dated 18.04.2011 sent under section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2001. The company is now totally out of operations however it intends to carry on business of Group Housing Projects, trading of movable and immovable assets/properties and hire purchase etc after complying relevant law. But all this is very unpredictable.

### **MARKET POTENTIAL AND FUTURE OUTLOOK**

The company has abandoned the line of manufacturing of vanaspati ghee and refining of oils hence the market potential for the said line of business has now no relevance and future outlook towards said business is totally pessimistic. The company intends to enter into new venture.

### **SWOT ANALYSIS**

Keeping in view the present turmoil, the directors express their inability to comment upon the SWOT analysis.

### **CAUTIONARY STATEMENT**

Statement in the Management Discussion and Analysis describing Company objectives, expectations, projections, estimates may be "forward looking statements" within the meaning of applicable laws and regulations. Actual position and circumstances may differ. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

#### **FOR AND ON BEHALF OF THE BOARD**

Sd/-  
(Sanjeev Bansal)  
Managing Director  
DIN:00057485  
662/2, Premjit Road, Gurdev Nagar,  
Ludhiana-141001, Punjab

Sd/-  
(Varinder Kumar)  
Director  
DIN:00057532  
S - V, Moti Nagar , G.T Road,  
Ludhiana-141007, Punjab

Place: Ludhiana  
Date : 28.08.2015



### CORPORATE GOVERNANCE REPORT

(Pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges)

#### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The company had established a code of governance based on transparency and accountability. For Raj Agro Mills Limited, Good Corporate Governance means adoption of best practices to ensure that the Company operates not only within the regulatory framework, but is also guided by broader business ethics. The adoption of such corporate practices- based on the transparency and proper disclosures – ensures accountability of the persons in charge of the Company and brings benefits to investors, customers, creditors, employees and the society at large.

#### 2. BOARD OF DIRECTORS COMPOSITION

The Company has a strong and broad-based Board consisting of four Directors with adequate blend of professionals, executive, non-executive and independent Directors. The Composition of the Board of Directors comprises of eminent and distinguished personalities, one of which is executive Director and three are non-executive Directors. Majority of Directors on the Board are independent.

##### BOARD MEETINGS

During the Financial Year 2014-15, Five Board Meetings were held on the following dates.

06.05.2014                      12.08.2014                      10.11.2014                      10.02.2015                      31.03.2015

The particulars of the directors, their category and attendance in the Board and Committee Meetings during the year 2014-2015 are given as under:

Name of Director	Category of Director	No. of Board Meetings Attended	No. of Committee Meetings Attended	No. of Committee's Chairman as on 31.03.2015
Sh. Sanjeev Bansal	Mg. Director (Executive)	5	--	--
Sh. Varinder Kumar	Director (Non-Executive)	5	4	--
Sh. Jatinder Singh	Director(Non- Executive)	5	4	3
Sh. R C Singal	Director (Non- Executive)	4	4	--
Mrs. Meenu Uppal	Director(Non- Executive)	-	--	--

#### 3. COMMITTEE(S) OF THE BOARD

The Board of Directors has the following committees with adequate delegation of powers to discharge the affairs of the Company.

##### (i) Audit Committee

The terms of reference of Audit Committee includes the matters specified in section 177 of the Companies Act, 2013 as well as Clause 49 of the listing agreement with stock exchanges.

During the year under review, the constituent members of the Audit Committee were Sh.R.C.Singal and Sh. Jatinder Singh, both independent non-executive directors. Sh. Jatinder Singh is the Chairman of the said Committee. The committee is reviewing the accounting, internal control system, approving financial results, the financial reporting, monitoring the compliance with accounting standards, principles, practices etc.

During the Financial Year 2014-15, the Audit Committee Members met on four times on 06.05.2014, 12.08.2014, 10.11.2014 and 10.02.2015.

Mr.R C Singal has resigned from the Board with effect from 31.03.2015 and in his place the Board has appointed Mrs. Meenu Uppal as a Director of the company. As a sequel the composition of the Audit Committee was also changed and Mrs.Meenu Uppal was inducted as a member in place of Mr. R C Singal.

##### (ii) Nomination and Remuneration Committee

With the change in the composition of the Board of Directors, the composition of this Committee also changed and presently it consists of following members:

1. Mr.Jatinder Singh, Chairman
2. Mrs.Meenu Uppal, Member
3. Mr.Varinder Kumar, Member

Although the company pays nothing to its whole time directors but the committee had its meeting as and when required as to propose appoint/re-appoint of whole time directors and Key Managerial Personnel and remuneration of KMPs.

### (iii) Stakeholders Relationship cum Investor Grievance Re-dressal Committee

As a measure of good Corporate Governance and to focus on the Shareholder's grievances towards strengthening investor relations, Stakeholders Relationship cum Investor Grievance Re-dressal Committee, as a Sub-Committee of the Board is there for specifically look into the following matters

- Transfer, Transmission of Shares.
- Dematerialisation/Rematerialisation of shares
- Replacement of lost/stolen/mutilated share certificate(s) etc.
- Investor Grievances.

Consequent to change in the composition of Board with the resignation of Mr. R C Singal during the year under review, the composition of the said Committee also underwent change and presently it consists of following members;

- Mr. Jatinder Singh, Chairman
- Mrs. Meenu Uppal, Member
- Mr. Varinder Kumar, Member

**Name of Compliance Officer:** Sh. Sanjeev Bansal, Mg. Director and Sh Davinder Kumar. Company Secretary are Compliance Officers of Company.

### 4. GENERAL BODY MEETINGS

The detail of last four Annual General Meetings is given as follows;

MEETING	DAY, DATE, TIME & VENUE OF THE MEETING	NO. OF SPECIAL RESOLUTION
21st AGM	Friday, the 30 <sup>th</sup> September, 2011 at 10.00 a.m. at Building No.A-103, Mangolpuri Industrial Area, Phase II, New Delhi- 110 052	Nil
22nd AGM	Saturday, the 29 <sup>th</sup> September, 2012 at 10.00 a.m. at Building No.A-103, Mangolpuri Industrial Area, Phase II, New Delhi- 110 052	Nil
23rd AGM	Monday, the 30 <sup>th</sup> September, 2013 at 10.00 a.m. at C-8/419, Sector 8, Near Madhuban Chowk, Rohini, New Delhi- 110 085	Nil
24th AGM	Tuesday, the 30 <sup>th</sup> September, 2014 at 10.00 a.m. at C-8/419, Sector 8, Near Madhuban Chowk, Rohini, New Delhi- 110 085	Nil

### 5. DISCLOSURES

Related Party Transactions are reported by the Auditors in Notes to Accounts attached with the Financial Statements for the financial year ended 31.03.2015. During the year 2014-15 there are no instances of any non-compliance of any provision of law by Company nor any penalty/strictures has been imposed on the Company by Stock Exchange(s), SEBI or any other Statutory Authority on any matter relating to the Capital Market.

### 6. MEANS OF COMMUNICATION

The Company communicates with the Shareholders at large through its Annual Reports, Publication of Financial Results and by filing of various reports and returns with the Statutory Bodies like Stock Exchanges and the Registrar of Companies. The Quarterly/Half-Yearly/Annual Un-Audited/Audited Results of the Company are being published regularly in prominent daily newspapers.

### 7. GENERAL SHAREHOLDERS INFORMATION

(a) As stated in the Notice, the **25th Annual General Meeting** of Members of **RAJ AGRO MILLS LIMITED** will be held on **Wednesday, the 30<sup>th</sup> day of September, 2015 at 10.00 A.M. at C-8/419 Sector 8, Near Madhuban Chowk, Rohini, New Delhi-110 085.**

(b) Financial Calendar : 1<sup>st</sup> April to 31<sup>st</sup> March.

(c) Tentative calendar of events for the Financial Year 2015-16 (April-March) is given below.

First Un-audited Quarterly Results	: July-August, 2015
Second Un-audited Quarterly Results	: October-November, 2015
Third Un-audited Quarterly Results	: January-February, 2016
Fourth Un-audited Quarterly Results	: April-May, 2016

**(d) Book-Closure:** Thursday, the 24.09.15 to Wednesday, the 30.09.2015 (both days inclusive).

**(e) Listing Details:** The Securities of the Company are presently listed on the following Stock Exchanges.

1. The Delhi Stock Exchange Limited,  
DSE House, 3/1, Asaf Ali Road, New Delhi - 110 002.
2. The Bombay Stock Exchange, Mumbai  
Phirozejeebhoy Towers, Dalal Street, Mumbai - 400 001

**(f) STOCK MARKET DATA**

The reported high and low closing prices during the year ended March 31, 2015 on The Bombay Stock Exchange Limited, Mumbai, where the Company's shares are traded, is given below:

**Scrip Code:**530291 **Company:** RAJ AGRO MILLS LTD. **For the Period :**April 2014 to March 2015. All prices in Rs.

Month	Open Price	High Price	Low Price	Close Price	No of Shares	No of Trades	Total Turnover	Spread*	
								H-L	C-O
Apr-14	2.15	2.35	2.15	2.35	400	4	900	0.2	0.2
May-14	2.46	2.7	2.34	2.7	9163	15	24428	0.36	0.24
Jun-14	2.83	3.42	2.83	3.42	793	15	2509	0.59	0.59
July-14	3.59	6.32	3.59	5.95	11831	70	54727	2.73	2.36
Aug-14	5.66	5.66	5.38	5.38	500	6	2802	0.28	-0.28
Sep-14	5.64	5.64	5.36	5.36	2250	11	12256	0.28	-0.28
Oct-14	5.36	5.36	3.97	4.14	2899	26	12460	1.39	-1.22
Nov-14	3.94	3.94	3.4	3.4	2692	11	10063	0.54	-0.54
Jan-15	3.23	4.11	3.23	4.11	2509	25	9071	0.88	0.88
Feb-15	3.91	4.51	3.69	3.87	872	20	3646	0.82	-0.04
Mar-15	3.86	3.86	3.67	3.67	94	8	348	0.19	-0.19

\*Spread Source [www.bseindia.com](http://www.bseindia.com)  
H-L->High-LowC - 0 -> Close - Open

**(g) Depository for Equity Shares**

National Securities Depository Limited (NSDL)

Central Depository Services Limited (CDSL)

International Securities Identification Number (ISIN) with NSDL and CDSL for the Company's Equity Shares:  
**INE791C01012.**

As on 31<sup>st</sup> March, 2015, 87.68% of the equity share capital of the company stands dematerialized.

**(h) Registrar and Share Transfer Agent**

M/s Link Intime India Private Limited formerly known as Intime Spectrum Registry Limited 44- Community Centre, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase-I, PVR Naraina, New Delhi - 110 028 is the Registrar & Share Transfer Agent of the Company handling the Share Transfer Work both in physical and electronic form. All correspondence relating to share transfer, transmission, dematerialisation, re-materialization etc. can be made at the following address of the Registrar or to the Company at the Registered Office/Corporate Office of the Company.

M/s Link Intime India Private Limited  
(Formerly Intime Spectrum Registry Limited)  
44- Community Centre, 2<sup>nd</sup> Floor, Naraina Industrial Area  
Phase-I, PVR, Naraina,  
New Delhi - 110 028, Ph. 011-41410592-594  
Fax: 91-11-41410591, e-mail: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)

(i) Distribution Schedule of Company as on 31.03.2015

Shareholding of nominal value			Shareholders		SHARES				
Rs.		Rs.	Number	% to Total	PHYSICAL (in Rs.)	NSDL DEMAT (in Rs.)	CDSL (in Rs.)	Total In Rs.	% to Total
(1)			(2)	(3)	(4)	(5)	(6)	(7)	(8)
Upto	---	5,000	1563	85.038	101836	76830	41393	220059	7.090
5,001	---	10,000	112	6.094	29100	42162	18037	89299	2.877
10,001	---	20,000	95	5.169	55100	53153	40499	148752	4.793
20,001	---	30,000	17	0.925	14200	13870	19363	47433	1.528
30,001	---	40,000	11	0.598	14500	10918	13595	39013	1.257
40,001	---	50,000	8	0.435	13500	22385	0	35885	1.156
50,001	---	1,00,000	9	0.490	25800	22009	25698	73507	2.368
1,00,001	AND ABOVE		23	1.251	128200	593652	1727800	2449652	78.929
<b>TOTAL</b>			<b>1838</b>	<b>100.00</b>	<b>382236</b>	<b>834979</b>	<b>1886385</b>	<b>3103600</b>	<b>100.00</b>

(j) The Company has not issued any GDR's/ADR's and there are no warrants or convertible instruments.

(k) Plant Location/Works : Raj Agro Mills Limited  
Village Pawa, G.T.Road  
Near Civil Airport  
Ludhiana-141 120.

(l) Address for correspondence : Raj Agro Mills Limited  
Registered Office  
C-8/419 Sector 8, Near Madhuban Chowk, Rohini  
New Delhi - 110 085

(m) The Company is at present not adopting non-mandatory requirements.

(n) No remuneration has been paid to whole time director(s) during the year 2014-15.

(o) Non-Executive/Independent Directors have not been paid any remuneration during the year under review except the meeting sitting fees.

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
(Sanjeev Bansal)  
Managing Director  
DIN:00057485  
662/2, Premjit Road, Gurdev Nagar,  
Ludhiana-141001,Punjab

Sd/-  
(Varinder Kumar)  
Director  
DIN:00057532  
S - V, Moti Nagar , G.T Road,  
Ludhiana-141007, Punjab

Place: Ludhiana  
Date : 28.08.2015

## Annexure-VII

### CERTIFICATE FROM AUDITORS' REGARDING COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S)

**To the Members  
RAJ AGRO MILLS LIMITED**

We have examined the compliance of conditions of Corporate Governance by Raj Agro Mills Limited ("the Company") for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement(s) with the Stock Exchange(s) in India.

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

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

We further state that no investor grievance(s) received during the year ended 31<sup>st</sup> March, 2015 is un-attended/pending for a period exceeding one month against the company as per records maintained by the Company.

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

**FOR P.C. GOYAL & CO.  
CHARTERED ACCOUNTANTS  
Sd/-  
CA P.C. Goyal  
PARTNER  
M.NO.080377**

**PLACE: LUDHIANA  
DATE: 28.08.2015**

## Annexure-VIII

### CFO CERTIFICATION

To

**The Board of Directors**

**Raj Agro Mills Limited**

We, hereby certify that to the best of our knowledge and belief

- That we have reviewed the balance sheet and profit and loss statement as at 31.03.2015 and all its schedules and notes on accounts, as well as the cash flow statements etc.
- That these statements do not contain any materially untrue statements or omit any material fact nor do they contain statements that might be misleading;
- That these statements together present a true and fair view of the company, and are in compliance with the existing accounting standards and/ or applicable laws/regulations;
- That no transactions entered into by the Company during the year, which are fraudulent illegal or violative of the Company's Code of conduct.
- That we are responsible for establishing and maintaining internal controls and have evaluated the effectiveness of internal control systems of the company; and we have also disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal control, if any, and what we have done or propose to do to rectify these;
- That we have also disclosed to the Auditors as well as the Audit Committee, instances of significant fraud, if any, that involves management or employees having a significant role in the company's internal control systems; and
- That we have indicated to the Auditors, the Audit Committee and in the notes on accounts, whether or not there were significant changes in internal control and / or of accounting policies during the year.

**FOR RAJ AGRO MILLS LIMITED**

**PLACE: LUDHIANA  
DATE: 28.08.2015**

**Sd/-  
(RUPINDER SINGH)  
(CFO)**

**Sd/-  
(SANJEEV BANSAL)  
(MD)**

P.C. Goyal & Co.,  
CHARTERED ACCOUNTANTS

62-New Lajpat Nagar,  
Pakhawal Road,  
LUDHIANA – 141001.  
Off:+ 91161-2406716  
Fax:+ 91161-2403546  
Resi.:+91161-2406342  
Email: capcgoyal@gmail.com

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## Independent Auditor's Report

### To The Members of Raj Agro Mills Limited

#### Report on the Financial Statements

We have audited the accompanying financial statements of Raj Agro Mill Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, 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.

#### Auditor's Responsibility

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

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

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 statement 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 give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its losses and its cash flows for the year ended on that date.

### Emphasis of Matter

We draw attention to

Note No.3, 6 and 7 regarding disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Long-Term Borrowings, Short-Term Borrowings and Other Current Liabilities respectively the company has reached a settlement with its banker as such figures of short term borrowings, working capital and other current liabilities have been classified in accordance with One Time Settlement dated 26.09.2012.

To repay the outstanding liabilities of its banker as per One Time Settlement the company has liquidated its assets and has not so far replaced those assets thus it is not maintaining its status of going concern.

Our opinion is not qualified in respect of these matters.

### Report on Other Legal and Regulatory Requirements

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 Companies Act, 2015, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) The going concern matter described in sub-paragraph (b) under the Emphasis of Matters paragraph above, in our opinion, may have an effect on the functioning of Company.
- (f) On the basis of the written representations received from the directors as on 31st March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) The company has adequate internal financial controls in place and the same is operating effectively having regard to company' size and operations.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i The Company does not have any pending litigations which would impact its financial position.
  - ii The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For & on behalf of  
 P. C. Goyal & Co.,  
 Chartered Accountants  
 FRN: 002368N  
 Sd/-  
 CA. P.C. Goyal  
 Partner  
 M.NO.080377

Place: Ludhiana  
 Date: 28.08.2015

**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT OF M/S RAJ AGRO MILLS LTD.**

(Referred to in Paragraph under 'Report on Other Legal and Regulatory Requirements' section of our report of even date.)

- (i) In Respect of Fixed Assets:
  - (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) All the assets have been physically verified by the management in a phased periodical manner which in our opinion is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
  - (c) In order to discharge its liabilities of its banker in terms of One Time Settlement reached with the bank, the company has sold a substantial part of its Fixed Assets including land & building during the past years. According to information and explanation given to us, the company has so far not made any plan to replace such parts of fixed assets that has been sold. In view of said sale of substantial part of fixed assets being taking place in order to discharge banker's liabilities, the company has no plans to maintain going concern status in near future till the liabilities of the company are fully paid off.
- (ii) In Respect of Inventories:
  - (a) Since there is no business operation in the company as such it is not having any stock inventory in view of which nothing requires to be given under this para.
- (iii) (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) According to the information and explanation given to us the company has not accepted any deposits from the public, as such the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed thereunder with regard to the deposits accepted from the public are not applicable. Therefore, the provisions of the clause 3(v) of the Order are not applicable to the company. However, the company has taken interest free unsecured loan from one person (managing director) covered in the register maintained under section 189 of the Companies Act, 2013. The maximum amount involved during the year is Rs.398.59 Lacs. In our opinion the terms and conditions of such unsecured loan are not prejudicial to the interest of the company.
- (vi) In our opinion, and according to information and explanations given to us and as opined by previous cost auditor of the company, the Companies (Cost Records and Audit) Rules, 2014 are not applicable to the Company. Hence, the maintenance of cost accounts and records are not required.
- (vii) In respect of Statutory dues:
  - (a) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has been regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employee's State Insurance, Income tax, Sales tax, Wealth tax, Service tax, Custom duty, Excise duty, Value Added Tax, Cess and other statutory dues applicable to it.
  - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding, as at 31.03.2015 for a period of more than six months from the date of becoming payable.
  - (c) As at 31<sup>st</sup> March 2015 according to the records of the company and the information and explanation given to us, the following are the particulars of dues on account of sales tax penalty matters that have not been deposited on account of any dispute:



Name of the statute	Nature of the dues	Amount (in Rs.)	Period to which the amount relates	Forum where dispute pending
The Punjab VAT ACT, 2005	Penalty u/s 51(7)(b)	35,500/-	Fin Year 2006-2007	Appeal before Deputy Excise & Taxation Commissioner Cum Joint Director (Enforcement), Bathinda

However according to information and explanation given to us, a sum of Rs.8,875/- was deposited on 22.07.2006 against the above demand.

- (d) In our opinion, there is no amount required to be transferred to Investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 and Rules made there-under.
- (viii) The Company have accumulated losses more than 50% of its net worth at the end of the financial year. The Company has incurred cash losses during the financial year covered by our audit and in the previous financial years to the immediately preceding financial year.
- (ix) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the company has not defaulted in repayment of dues to Banks, financial institutions or debenture holders during the year under review. However, its account with the State Bank of India has been classified as NPA on 30.09.2010 and the company has reached an One Time Settlement with bank vide banks' letter reference no.SAMB/SK/1142 dated 26.09.2012 and in terms of said Compromise Offer the company was to deposit aggregate amount of Rs.28.00 cr up to 25.03.2015 as per specified payments on different dates with amount specified there against. The company is regular in paying the installments of OTS and it has paid entire Principal Amount of Rs.33.20 cr under OTS up to 27<sup>th</sup> June, 2015 well before due date of 25<sup>th</sup> September, 2015. However, Interest amount of Rs.2,85,24,915/- is still outstanding as payable which is to be paid on or before 25.03.2016.
- (x) According to the information and explanations given to us, the company has not given any guarantee in respect of loans taken by others from banks or financial institutions.
- (xi) In our opinion and according to information and explanations given to us, no term loan was obtained by the company during the year under review.
- (xii) In our opinion and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For & on behalf of  
P. C. Goyal & Co.,  
Chartered Accountants  
FRN: 002368N  
Sd/-  
CA.P.C. Goyal  
(Partner)  
M. No. 080377

Place: Ludhiana  
Date: 28.08.2015

<b>RAJ AGRO MILLS LIMITED</b> <b>C-8/419, Sector 8, Near Madhuban Chowk, Rohini, New Delhi-85</b> <b>CIN:L15149DL1990PLC040532</b> <b>Balance Sheet as at 31.03.2015</b>			
(in Rupees)			
Particulars	Note No.	31.03.2015	31.03.2014
1	2	3	4
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	1	76,036,000.00	76,036,000.00
(b) Reserves and surplus	2	-162,316,976.56	-156,773,738.92
(c) Money received against share warrants		-	-
<b>2 Share application money pending allotment</b>			
		-	-
<b>3 Non-current liabilities</b>			
(a) Long-term borrowings	3	39,858,626.00	64,693,959.63
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities	4	-	-
(d) Long-term provisions	5	-	-
<b>4 Current liabilities</b>			
(a) Short-term borrowings	6	-	-
(b) Trade payables		-	-
(c) Other current liabilities	7	52,150,742.37	31,391,147.00
(d) Short-term provisions	8	78,832.00	59,502.00
<b>TOTAL</b>		<b>5,807,223.81</b>	<b>15,406,869.71</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
<b>1 (a) Fixed assets</b>			
(i) Tangible assets	9	1,586,796.59	6,745,937.56
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	10	-	-
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	11	1,348,877.82	1,397,877.82
(e) Other non-current assets	12	-	-
<b>2 Current assets</b>			
(a) Current investments	13	-	-
(b) Inventories	14	-	-
(c) Trade receivables	15	-	416,585.00
(d) Cash and cash equivalents	16	751,289.40	2,411,932.33
(e) Short-term loans and advances	17	1,020,260.00	1,516,464.00
(f) Other current assets	18	1,100,000.00	2,918,073.00
<b>TOTAL</b>		<b>5,807,223.81</b>	<b>15,406,869.71</b>
		-	-
Significant Accounting Policies and Notes on Accounts Note No. 25 Signed in terms of our report of even date For P. C. Goyal & Co. Chartered Accountants			
		For & on behalf of the board	
Sd/-	Sd/-	Sd/-	
(CA. P. C. Goyal)	Sanjeev Bansal	Varinder Kumar	
Partner	Managing Director	Director	
M.NO. 080377	DIN 00057485	DIN 00057532	
FRN: 002368N	Sd/-	Sd/-	
Place : Ludhiana	Davinder Kumar	Rupinder Singh	
Date : 28.08.2015	Company Secretary	CFO	

RAJ AGRO MILLS LIMITED				
C-8/419, Sector 8, Near Madhuban Chowk, Rohini, New Delhi-85				
CIN:L15149DL1990PLC040532				
Profit and loss statement for the year ended 31.03.2015				
(` in Rupees)				
Particulars		Refer Note No.	As at 31 Mar 2015	As at 31 March 2014
I.	Revenue from operations	20	-	-
II.	Other income	21	165,132.00	18,960,772.38
<b>III.</b>	<b>Total Revenue (I + II)</b>		<b>165,132.00</b>	<b>18,960,772.38</b>
IV.	Expenses:			
	Cost of materials consumed		-	-
	Purchases of Stock-in-Trade		-	291,260.00
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
	Employee benefits expense	22	892,194.00	608,646.00
	Finance costs	23	115.00	16.85
	Depreciation and amortization expense	9	298,285.67	-
	Other expenses	24	4,282,204.97	4,905,707.26
	<b>Total expenses</b>		<b>5,472,799.64</b>	<b>5,805,630.11</b>
V.	<b>Profit before exceptional and extraordinary items and tax (III-IV)</b>		-5,307,667.64	13,155,142.27
VI.	<b>Exceptional items</b>		-	-
VII.	<b>Profit before extraordinary items and tax (V - VI)</b>		-5,307,667.64	13,155,142.27
VIII.	Extraordinary Items		-	-
	Prior Period Expenses		-	-
IX.	<b>Profit before tax (VII- VIII)</b>		-5,307,667.64	13,155,142.27
X	<b>Tax expense:</b>			
	(1) Current tax		-	-
	(2) Deferred tax		-	-24,122,063.00
XI	<b>Profit (Loss) for the period from continuing operations (VII-VIII)</b>		<b>-5,307,667.64</b>	<b>37,277,205.27</b>
XII	Profit/(loss) from discontinuing operations		-	-
XIII	Tax expense of discontinuing operations		-	-
XIV	<b>Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>		-	-
XV	<b>Profit (Loss) for the period (XI + XIV)</b>		<b>-5,307,667.64</b>	<b>37,277,205.27</b>
XVI	Earnings per equity share:			
	Before Exceptional Items			
	(1) Basic		-1.71	12.01
	(2) Diluted		-1.71	12.01
	After Exceptional Items			
	(1) Basic		-1.71	12.01
	(2) Diluted		-1.71	12.01
	Number of Shares Used in Computing Earning Per Share			
	(1) Basic		3,103,600	3,103,600
	(2) Diluted		3,103,600	3,103,600

Signed in terms of our report of even date

For & on behalf of the board

For P. C. Goyal & Co.  
Chartered Accountants

Sd/-  
(CA. P. C. Goyal)  
Partnership  
M.NO. 080377  
FRN: 002368N  
Place : Ludhiana  
Date : 28.08.2015

Sd/-  
Sanjeev Bansal  
Managing Director  
DIN 00057485

Sd/-  
Davinder Kumar  
Company Secretary

Sd/-  
Varinder Kumar  
Director  
DIN 00057532

Sd/-  
Rupinder Singh  
CFO

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 <sup>ST</sup> MARCH 2015		
PARTICULARS	CURRENT YEAR (RS.)	PREVIOUS YEAR (RS.)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
<b>Net Profit/(Loss) Before Tax And Extra ordinary Items</b>	(5,307,668)	13,155,142
Adjustment for :		
Depreciation	298,286	-
Interest Paid/(Earned)	(165,017)	(303,302)
Bad Debts w/off	465,585	-
Income Tax of earlier year w/off	(235,570)	(3,662)
(Profit)/Loss on sale of Assets (Net)	1,106,101	(17,105,473)
<b>Operating Profit before Working Capital changes</b>	<b>(3,838,283)</b>	<b>(4,257,295)</b>
Decrease/(Increase) in Trade & other Receivable & other current assets	2,265,277	23,458,178
Increase/(Decrease) in Trade Payables & Provisions	20,778,925	(190,320,439)
<b>Cash Generated from operations</b>	<b>19,205,919</b>	<b>(171,119,556)</b>
<b>Net Cash from/(used) Operating Activities</b>	<b>19,205,919</b>	<b>(171,119,556)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	-	-
Proceeds from sale of assets	3,754,755	187,238,967
Proceeds from loans & advances	49,000	11,781
<b>Net Cash from/(used) in Investing Activities</b>	<b>3,803,755</b>	<b>187,250,748</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of long term borrowings/unsecured loans	(24,835,334)	(15,479,714)
Interest Paid/Earned	165,017	303,302
Payment of cash credit limit/short term bank borrowing	-	-
<b>Net Cash from/(used) in Financing Activities</b>	<b>(24,670,317)</b>	<b>(15,176,412)</b>
<b>Net Increase/(Decrease) in cash and cash Equivalents</b>	<b>(1,660,642)</b>	<b>954,780</b>
Cash and Cash equivalents (Opening Balance)	2,411,932	1,457,152
Cash and Cash equivalents(Closing Balance)	751,290	2,411,932
<b>Cash and Cash Equivalents Comprises</b>		
Cash and Cheques in Hand	693,188	1,311,029
Balance with Scheduled Banks	58,102	1,100,903
	<b>751,290</b>	<b>2,411,932</b>

Signed in terms of our report of even date

For P. C. Goyal & Co.

Chartered Accountants

Sd/-

(CA. P. C. Goyal)

PARTNER

M.NO. 080377

FRN: 002368N

Place : Ludhiana

Date : 28.08.2015

For & on behalf of the board

Sd/-

Sanjeev Bansal

Managing Director

Sd/-

Davinder Kumar

Company Secretary

Sd/-

Varinder Kumar

Director

Sd/-

Rupinder Singh

CFO

**NOTE 1**

Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Share Capital

Share Capital	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
<b>Authorised</b>		
450000 10% Redeemable Non-cumulative Participative Preference Shares (Prv Yr 450000) of Rs.100/- par value	45,000,000.00	45,000,000.00
3250000 Equity Shares (Prv Yr 3250000) of Rs.10/- par value	32,500,000.00	32,500,000.00
<b>Issued</b>		
450000 10% Redeemable Non-cumulative Participative Preference Shares (Prv Yr 450000) of Rs.100/- par value	45,000,000.00	45,000,000.00
3103600 Equity Shares (Prv Yr 3103600) of Rs.10/- par value	31,036,000.00	31,036,000.00
<b>Subscribed &amp; Paid up</b>		
450000 10% Redeemable Non-cumulative Participative Preference Shares (Prv Yr 450000) of Rs.100/- par value	45,000,000.00	45,000,000.00
3103600 Equity Shares (Prv Yr 3103600) of Rs.10/- par value	31,036,000.00	31,036,000.00
<b>Total</b>	<b>76,036,000.00</b>	<b>76,036,000.00</b>

Terms of issue and redemption of preference shares:

150000 10% Redeemable Non-cumulative Participative Preference Shares of Rs.100/- each issued pursuant to Special Resolution dated 21.09.2001 on 30.10.2001.

300000 10% Redeemable Non-cumulative Participative Preference Shares of Rs.100/- each issued pursuant to Special Resolution dated 30.09.2008 i.e. 200000 on 13.03.2009 and 100000 on 20.03.2009.

- The said Preference Shares shall carry a right to fixed preferential dividend of 10% per annum in relation to the capital paid thereon.
- The holders of the said shares shall have a right to attend their class meetings and shall be entitled to vote on resolutions affecting their right directly.
- The preference shares shall rank in priority to the equity share holders for payment of dividend or arrears of dividend.
- In winding up the preference shares shall rank in priority to the equity shareholders for repayment of capital and payment of arrears of dividend and shall also have a right to participate in the surplus assets of the Company.
- The preference shares shall be redeemable at the option of the Company but in any case not later than 20 years from the date of issue.
- All the preference shares may be redeemed simultaneously or in parts issued to the preference share holders on prorata basis.

**NOTE 1 A**

For the year ending 31.03.2015

Particulars	Equity Shares		Preference Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	3103600	31,036,000.00	450000	45,000,000.00
Shares issued during the year	0	-	0	-
Shares bought back during the year	0	-	0	-
Shares outstanding at the end of the year	3103600	31,036,000.00	450000	45,000,000.00

For the year ending 31.03.2014

Particulars	Equity Shares		Preference Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	3103600	31,036,000.00	450000	45,000,000.00
Shares issued during the year	0	-	0	-
Shares bought back during the year	0	-	0	-
Shares outstanding at the end of the year	3103600	31,036,000.00	450000	45,000,000.00

**NOTE 1 C**

Disclosure pertaining to shares in the company held by each shareholder holding more than 5 per cent

**a) 10% Redeemable Non-cumulative Participative Preference Shares of `100/- each**

SR NO	Name of Shareholder	As at 31 Mar, 2015		As at 31 March, 2014	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Sh. Raj Paul Bansal	30,000.00	6.67%	30,000	6.67%
2	Smt. Kamlesh Bansal	30,000.00	6.67%	30,000	6.67%
3	Sh Sanjeev Bansal	175,000.00	38.88%	175,000	38.88%
4	Sh Sahil Bansal	135,000.00	30.00%	135,000	30.00%
4	Sh Sahil Bansal	80,000.00	17.78%	80,000	17.78%
	<b>Total</b>	<b>450,000.00</b>	<b>100%</b>	<b>450,000</b>	<b>100%</b>

**b) Equity Shares**

SR NO	Name of Shareholder	As at 31 Mar, 2015		As at 31 March, 2014	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Sh Sanjeev Bansal	557,000.00	17.95%	557,000	17.95%
2	Sh Raj Paul Bansal	500,650.00	16.13%	500,650	16.13%
3	Smt. Kamlesh Bansal	226,900.00	7.31%	226,900	7.31%
4	Sh Sahil Bansal	224,200.00	7.22%	224,200	7.22%
5	Sh Sahil Bansal	210,800.00	6.79%	210,800	6.79%
6	Smt Rama Bansal	156,250.00	5.03%	156,250	5.03%
	<b>Total</b>	<b>1,875,800.00</b>		<b>1,875,800</b>	

**NOTE 1 D**

Disclosure pertaining to Shares issue for consideration other than cash, Bonus Shares &amp; Shares bought back

Particulars	(Aggregate No. of Shares) for the year ended				
	2013-14	2012-13	2011-12	2010-11	2009-10
<b>Equity Shares :</b>					
Fully paid up pursuant to contract(s) without payment being received in cash	NIL	NIL	NIL	NIL	NIL
Fully paid up by way of bonus shares	NIL	NIL	NIL	NIL	NIL
Shares bought back	NIL	NIL	NIL	NIL	NIL
<b>Preference Shares :</b>					
Fully paid up pursuant to contract(s) without payment being received in cash	NIL	NIL	NIL	NIL	NIL
Fully paid up by way of bonus shares	NIL	NIL	NIL	NIL	NIL
Shares bought back	NIL	NIL	NIL	NIL	NIL

**NOTE 1 E**

Unpaid Calls	
By Directors	NIL
By Officers	NIL

**NOTE 2**

Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Reserves and Surplus

Reserves & Surplus	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
<b>(i) (c). Securities Premium Reserves</b>		
Opening Balance	16,197,706.61	16,197,706.61
(+) Current Year Transfer	0.00	0.00
(-) Written Back in Current Year	0.00	0.00
Closing Balance	16,197,706.61	16,197,706.61
<b>(ii) Reserved specifically represented by earmarked investments</b>	-	-
<b>(iii) Debit Balance of Statement of Profit &amp; Loss Account</b>		
Opening balance	-172,971,445.53	-210,244,988.80
(+) Net Profit/(Net Loss) For the current year	-5,307,667.64	37,277,205.27
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
(-) Retirement of Assets	-	-
(-) Income Tax of earlier year w/off	-235,570.00	-3,662.00
Closing Balance	-178,514,683.17	-172,971,445.53
<b>Total</b>	<b>-162,316,976.56</b>	<b>-156,773,738.92</b>

**NOTE 3**

Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Long-Term Borrowings

Long Term Borrowings	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
<b>A) Secured</b>		
<b>From State Bank of India</b>		
Term Loan (As Per One Time Settlement dated 26.09.2012)	0.00	51,903,054.63
<b>Securities:</b>	<b>0.00</b>	<b>51,903,054.63</b>
1. First Charge on all the hypothecated properties viz current assets (present and future) including stores, book debts, Receivables, consumable stores & spares and movable plant & machinery etc.		
2. Equitable Mortgage of factory Land and building admeasuring net 34 K-2Ms (20034.05 sq. yards) situated at Village Pawa, G.T.Road, Ludhiana		
<b>Terms of Repayment:</b>		
As the account had become NPA, the company gave its final compromise offer of Rs.33.20 cr to the bank under the One Time Settlement which was duly accepted by the bank vide its letter reference no.SAMB/SK/1142 dated 26.09.2012. In terms of acceptance of OTS offer company has to deposit Rs.5.00 cr up to 25.03.2013, Rs.20.30 cr upto 25.03.2014, Rs.2.70 cr upto 25.03.2015 and Rs.5.20 cr up to 25.09.2015. However, the above specified payments have to be made on different dates with the amount specified there against.		
The company is regular in making payment in terms of OTS accepted by bank and it has paid entire Principal amount of Rs.33.20 cr under OTS up to 27th June, 2015 well before due date of 25th September, 2015.		
<b>Rate of Interest :</b>		
Interest amount of Rs.2,85,24,915/- is still outstanding as payable which is to be paid on or before 25.03.2016.		
<b>B) Unsecured</b>		
(a) Deposits		
i) from Public	-	-
ii) by Directors	39,858,626.00	12,790,905.00
iii) from bodies corporates	-	-
	<b>39,858,626.00</b>	<b>12,790,905.00</b>
<b>Total (A +B)</b>	<b>39,858,626.00</b>	<b>64,693,959.63</b>

**NOTE 4**

Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Other Long Term Liabilities

Other Long Term Liabilities	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
(a) Trade Payables	-	-
(b) Others	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**NOTE 5**

Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Long Term Provisions...N.A...

**NOTE 6**

Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Short Term Borrowings...N.A.

**NOTE 7**

Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Other Current Liabilities

Other Current Liabilities *	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
<b>(a) Current Maturities of Long Term Debt:</b>		
<b>A) Secured</b>		
From State Bank of India		
(a) Term loan (As Per One Time Settlement dated 26.09.2012)	51,903,054.63	27,000,000.00
(b) Working Capital Term loan (As Per One Time Settlement dated 26.09.2012)	0.00	0.00
<b>(j) Other payables (specify nature)</b>		
Advances from parties against C-Form/Sale of fixed assets/supplies	149,349.00	2,370,232.00
TDS Payable	4,100.00	5,389.00
ESI Payable	735.00	58.00
Labour Welfare Fund Payable	296.00	72.00
VAT Payable	-	873,214.00
Service Tax Payable	2,472.00	-
PF Payable	2,660.00	168.00
Expenses Payable (Others)	88,075.74	1,142,014.00
<b>Total</b>	<b>52,150,742.37</b>	<b>31,391,147.00</b>

**NOTE 8**

Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Short Term Provisions

Short Term Provisions	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
<b>(a) Provision for employee benefits</b>		
Salary & Reimbursements	78,832.00	59,502.00
Contribution to PF	-	-
<b>(b) Others (Specify nature)</b>		
<b>Total</b>	<b>78,832.00</b>	<b>59,502.00</b>

**NOTE 10**

Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Non Current Investments

Other Investments	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
	0.00	0.00

**NOTE 11**

Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Long Term Loans &amp; Advances

Long Term Loans and Advances	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
<b>a. Capital Advances</b>		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less: Allowance for doubtful advances	-	-
<b>b. Security Deposits (unsecure considered good)</b>		
Electricity Security	1,319,391.00	1,319,391.00
Telephone Security	29,486.82	29,486.82
Security with Sales Tax, Gandhidham	-	40,000.00
Security with Sohavi Gax	-	9,000.00
	1,348,877.82	1,397,877.82
<b>c. Loans and advances to related parties</b>		
<b>d. Other Loans and advances</b>		
Secured, considered good	-	-
Unsecured, considered good	-	-
Less: Allowance for doubtful loans and advances	-	-
<b>Total</b>	<b>1,348,877.82</b>	<b>1,397,877.82</b>

**NOTE 11 A**

Disclosure pertaining to Loan &amp; Advances by Directors/officers/other interested parties

Particulars	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
Directors *	-	-
Company *	-	-
Firm in which director is a partner *	-	-
Private Company in which director is a member	-	-
	-	-

\*Either severally or jointly

**NOTE 12**

Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Other Non Current Assets

Other Non Current Asset	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
<b>a. Long term trade receivables (including trade receivables on deferred credit terms)</b>		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less: Provision for doubtful debts	-	-
	-	-
<b>b. Others (specify nature)</b>		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less: Provision for _____	-	-
	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

	Gross Block										Accumulated Depreciation			Net Block		
	Fixed Assets										Gross Block			Net Block		
	As at 31 March 2014	Additions	(Disposals)	Adjustment on Account of Forfeiture	As at 31 Mar 2015	As at 31 March 2014	Depreciation charge for the year	Adjustment due to revaluations/ w/off	Retirement of Assets	On disposals	As at 31 Mar 2015	As at 31 Mar 2015	As at 31 March 2014	As at 31 March 2015	As at 31 March 2014	
<b>a Tangible Assets</b>																
Land	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Buildings	38,620,430.20	-	36,520,430.00	-	2,100,000.20	33,968,861.39	215,891.00	-	-	33,671,548.78	-	-	1,586,796.59	4,651,568.81	-	
Plant and Machinery	861,134.47	-	861,134.47	-	-	771,714.77	9,355.05	-	67,388.54	846,498.36	-	-	-	89,419.70	-	
Furniture and Fixtures	22,525.00	-	22,525.00	-	-	22,525.00	-	-	-	22,525.00	-	-	-	-	-	
Scooter	5,032.70	-	5,032.70	-	-	3,244.56	322.71	-	313.07	3,880.34	-	-	-	1,788.14	-	
Cycle	894,534.48	-	894,534.48	-	-	751,765.74	3,331.40	-	127,077.86	882,175.00	-	-	-	142,768.7400	-	
Office equipment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Others (specify nature)	2,432,044.40	-	2,432,044.40	-	-	1,825,395.22	-	-	606,649.18	2,432,044.40	-	-	-	606,649.18	-	
Electric installation	606,147.80	-	606,147.80	-	-	606,147.80	-	-	-	606,147.80	-	-	-	692,863.33	-	
Computers	1,358,233.62	-	1,358,233.62	-	-	665,370.29	29,670.48	-	24,353.29	719,394.06	-	-	-	36,021.00	-	
Weigh Bridge	42,594.00	-	42,594.00	-	-	6,573.00	1,598.88	-	-	8,171.88	-	-	-	493,896.92	-	
Weighing Scale	921,714.30	-	921,714.30	-	-	427,817.38	30,404.49	-	204,859.95	663,081.82	-	-	-	8,711.00	-	
Laboratory Equipments	10,463.00	-	10,463.00	-	-	1,752.00	787.00	-	-	2,539.00	-	-	-	17,611.76	-	
Camera	36,720.00	-	36,720.00	-	-	19,108.24	4,827.68	-	-	23,935.92	-	-	-	4,638.98	-	
Refrigerator	90,178.00	-	90,178.00	-	-	85,539.02	2,096.98	-	-	87,636.00	-	-	-	-	-	
Fire Fighting Equipments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>Total</b>	45,901,751.97	-	43,801,751.77	-	2,100,000.20	39,155,814.41	298,285.67	-	1,030,641.89	39,971,538.36	-	513,203.61	1,586,796.59	6,745,937.56	-	
<b>b Intangible Assets</b>																
Computer software	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Licenses and franchise	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>Total</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>c Capital Work In Progress</b>																
<b>Total</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>d Intangible assets under Development</b>																
<b>Total</b>	45,901,751.97	-	43,801,751.77	-	2,100,000.20	39,155,814.41	298,285.67	-	-	39,971,538.36	-	513,203.61	1,586,796.59	6,745,937.56	-	
Previous Yr	281,070,975.41	-	235,169,233.44	-	45,901,751.97	104,191,544.23	-	-	-	65,035,729.84	-	39,195,814.39	6,745,937.82	176,879,451.18	-	



**NOTE 12 A**
**Disclosure pertaining to Debts due by Directors/officers/other interested parties**

	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
Directors *		
Other officers of the Company *		
Firm in which director is a partner *		
Private Company in which director is a member		
	0.00	0.00

\*Either severally or jointly

**NOTE 13**

Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Current Investments: N.A.

**NOTE 14**

Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Inventories

Inventories	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
a. Raw Materials and components (Valued at cost or market price whichever is less)	0.00	0.00
Goods-in transit	0.00	0.00
<i>Sub total</i>	0.00	0.00
b. Work-in-progress (Valued at lower of cost and net realisable value)	0.00	0.00
Goods-in transit	0.00	0.00
<i>Sub total</i>	0.00	0.00
c. Finished goods (Valued at lower of cost and net realisable value)	0.00	0.00
Goods-in transit	0.00	0.00
<i>Sub total</i>	0.00	0.00
d. Stock-in-trade (Valued at cost or market price whichever is less)	0.00	0.00
Goods-in transit	0.00	0.00
<i>Sub total</i>	0.00	0.00
e. Stores and spares (Valued at cost or market price whichever is less)	0.00	0.00
Goods-in transit	0.00	-
<i>Sub total</i>	0.00	0.00
f. Loose Tools (Valued at _____)		
Goods-in transit		
<i>Sub total</i>	0.00	0.00
g. Others (Specify nature)		
Packing Material (Valued at cost or market price whichever is less)	0.00	0.00
Goods-in transit		
<i>Sub total</i>	0.00	0.00
<b>Grand Total</b>	0.00	0.00

**NOTE 15**

Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Trade Receivables

Trade Receivables	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Secured, considered good		
Unsecured, considered good	-	-
Unsecured, considered doubtful	-	-
Less: Allowance for doubtful debts	-	-
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, considered good		
Unsecured, considered good	-	-
Unsecured, considered doubtful	-	416,585.00
Less: Allowance for doubtful debts	-	416,585.00
	-	416,585.00
<b>Total</b>	-	416,585.00

**NOTE 15 A**

Trade Receivable stated above include debts due by:

Particulars	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
Directors *	0.00	0.00
Other officers of the Company *	0.00	0.00
Firm in which director is a partner *	0.00	0.00
Private Company in which director is a member	0.00	0.00
<b>Total</b>	0.00	0.00

\*Either severally or jointly

**NOTE 16**

Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Cash and Cash equivalents

Cash and cash equivalents	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
a. Balances with banks*	58,102.10	1,100,903.08
This includes:		
Earmarked Balances (eg/- unpaid dividend accounts)		-
Margin money		-
Security against borrowings		-
Guarantees		-
Other Commitments		-
Bank deposits with more than 12 months maturity	-	-
b. Cheques, drafts on hand		
c. Cash on hand*	693,187.30	1,311,029.25
d. Others (specify nature)		
Deposits against OTS		-
<b>Total</b>	751,289.40	2,411,932.33

\*Repatriation restrictions, if any, in respect of cash and bank balances shall be separately stated....N.A.....

**NOTE 17**

Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Short Term Loans &amp; Advances

Short-term loans and advances	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less: Provision for doubtful loans and advances	-	-
<b>b. Others (specify nature)</b>		
<b>Balance with revenue authorities</b>		
i) Income Tax	1,015,260.00	1,460,818.00
ii) Sales Tax	-	8,875.00
iii) Others unsecured considered good		
Advance to employees	5,000.00	40,000.00
Prepaid Expenses	-	6,771.00
Rent/Interest Receivables	-	-
<b>Total</b>	<b>1,020,260.00</b>	<b>1,516,464.00</b>

**NOTE 17 A**

Short-term loans &amp; advances stated above due by

Short-term loans and advances	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
Directors *	0.00	0.00
Other officers of the Company *	0.00	0.00
Firm in which director is a partner *	0.00	0.00
Private Company in which director is a member	0.00	0.00
	<b>0.00</b>	<b>0.00</b>

\*Either severally or jointly

**NOTE 18**

Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Other Current Assets :

Other Current Assets	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
Receivables against sale of fixed assets	1,100,000.00	2,918,073.00
	<b>1,100,000.00</b>	<b>2,918,073.00</b>

**NOTE 19**

Disclosure pursuant to Part I of Schedule III to the Companies Act, 2013 pertaining to Contingent Liabilities and commitments

Contingent liabilities and commitments (to the extent not provided for)	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
<b>(i) Contingent Liabilities</b>		
(a) Claims against the company not acknowledged as debt	-	-
(b) Guarantees	-	-
(c) Other money for which the company is contingently liable		
Sales Tax Liability u/s 51(7)(b) of Punjab Vat Act, 2005 for the FY 06-07	26,625.00	26,625.00
Gravuty Provisions	147,692.00	201,578.00
	<b>174,317.00</b>	<b>228,203.00</b>
<b>(ii) Commitments</b>		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
(b) Uncalled liability on shares and other investments partly paid	-	-
(c) Other commitments (specify nature)	-	-
	<b>-</b>	<b>-</b>

**NOTE 20**

Disclosure pursuant to Note 2 of Part II of Schedule III to the Companies Act, 2013

Particulars	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
Sale of products	-	-
Sale of services	-	-
Other operating revenues	-	-
	-	-
Less: Excise duty	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**NOTE 21**

Disclosure pursuant to Note 4 of Part II of Schedule III to the Companies Act, 2013

Other Income	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
Interest Income	165,132.00	303,302.00
Sale of traded goods	-	292,510.00
Net gain/loss on sale of investments	-	-
Profit on Sale of Assets	-	17,105,473.38
Other non-operating income (net of expenses directly	-	1,259,487.00
<b>Total</b>	<b>165,132.00</b>	<b>18,960,772.38</b>

**NOTE 22**

Disclosure pursuant to Note 5(i) (a) of Part II of Schedule III to the Companies Act, 2013

Employee Benefits Expense	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
(a) Salaries and wages, bonus, HRA	785,338.00	571,767.00
(b) Contributions to -		
(i) Provident fund and other funds	14,317.00	8,050.00
(c) Gratuity fund contributions	92,539.00	28,829.00
(d) Leave Encashment	-	-
(d) Social security and other benefit plans for overseas	-	-
(f) Staff/Labour welfare expenses	-	-
<b>Total</b>	<b>892,194.00</b>	<b>608,646.00</b>

**NOTE 23**

Disclosure pursuant to Note 3 of Part II of Schedule III to the Companies Act, 2013

Finance costs	As at 31 Mar, 2015	As at 31 March, 2014
	Amount	Amount
Interest expense	115.00	-
Other borrowing costs	-	16.85
Applicable net gain/loss on foreign currency transactions and	-	-
<b>Total</b>	<b>115.00</b>	<b>16.85</b>

### NOTE 24

Disclosure pursuant to Note 5(i) & (iv) of Part II of Schedule III to the Companies Act, 2013

SR No	Other expenses	As at 31 Mar, 2015	As at 31 March, 2014
		Amount	Amount
1	Consumption of Stores & Spares	-	-
2	Power & Fuel	2,060,565.00	2,232,279.00
3	Repairs to building	-	-
4	Repairs to machinery	-	-
5	Insurance	6,771.00	39,961.00
6	Rates & taxes	192,848.00	78,366.00
7	Legal & Professional Fees	85,735.74	48,825.70
8	Service Tax	171,763.00	2,800.00
9	Telephone & Internet Charges	24,689.00	31,034.00
10	Travelling Expenses	8,875.00	-
11	Business Promotion	-	-
12	Rent	-	-
13	Insurance Claim recoverable w/off	-	-
14	Miscellaneous Expenses		
	- Retirement of Assets	1,030,642.30	-
	- Loss on Sale of Fixed Assets	75,458.51	
	- Bad Debts	416,585.00	
	- Notional Vat Recoverable w/off	-	2,158,924.56
	- Others Expenses	208,272.42	313,517.00
15	Diminution in value of Investment	-	-
	<b>Total</b>	<b>4,282,204.97</b>	<b>4,905,707.26</b>

SR No	Audit fees	As at 31 Mar, 2015	As at 31 March, 2014
		Amount	Amount
1	Payments to the Statutory Auditor as	18,810.00	18,539.00
2	b. for taxation matters,	11,400.00	11,236.00
3	c. for company law matters,	-	-
4	d. for management services,	-	-
5	e. for other services,	-	-
6	f. for reimbursement of expenses;	-	-

### NOTE NO.25 FORMING PART OF THE BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDING 31<sup>ST</sup> MARCH 2015

#### A. STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES

- a. **Description of Business:** The Company was engaged in Hydrogenation of vegetable oils and the related products like Vanaspati and Refined oil.
- b. **Basis of preparation of financial statements:** The financial statements have been prepared under the historical cost convention, in accordance with the Generally Accepted Accounting Principles (GAAP) and as per the provisions of the Companies Act, 2013 as adopted consistently by the company. All the Income and Expenditure having material bearing on the financial statements are recognized on accrual basis.
- c. **Use of Estimates:** The preparation of the financial statements in conformity with the GAAP requires that the management make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as of the date of the financial statements, and the reported amount of revenues and expenses during the reported period. Actual results could differ from those estimates.
- d. **Revenue Recognition:** The Company follows the mercantile system of accounting and recognizes income & expenditure on accrual basis except gratuities and interest on working capital and term loans taken from State Bank of India.
- e. **Fixed Assets:** Fixed assets are capitalized at cost of acquisition including directly attributable cost of bringing the assets to their working condition for intended use and also including an appropriate share of incidental expenditure during construction/installation.
- f. **Depreciation:** Depreciation has been provided on the straight-line method in accordance with schedule III to the Companies Act, 2013.
- g. **Investments:** Investments that are readily realizable and intended to be held for not more than a year are classified as Current Investment. All other investments are classified as Long Term Investment. Long-term investments are valued at cost, less provision for permanent diminution in the value of investment. Current Investments are valued at cost or market value whichever is lower.
- h. **Foreign Currency Transactions:** Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction. The exchange differences arising from foreign currency transactions are recognized in the profit & loss accounts. Monetary assets and liabilities denominated in foreign currency are translated at the rates of exchange at the balance sheet date and resultant gain or loss is recognized in the profit and loss account. Premium in respect of forward foreign exchange contracts are recognized over the life of the Contracts.
- i. **Accounting for Taxes on Income:** Current tax is determined in accordance with the provisions of the Income Tax Act, 1961. Deferred Tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured considering the tax rates and tax laws enacted or substantively enacted by the Balance Sheet date, in accordance with 'Accounting Standard - 22' of the Institute Of Chartered Accountants of India. Deferred tax assets are recognized based on management's judgment as to the sufficiency of future taxable income against which the deferred tax assets can be realized.
- j. **Inventories:**
  1. Raw material, Chemicals and consumables are valued at cost or net realizable value whichever is lower, cost being purchase price on FIFO basis plus other expenses incurred in bringing the inventories to their present location and condition, including duties (other than those subsequently recoverable from the taxation authorities.)
  2. Work in progress is valued at cost or net realizable value whichever is lower, cost i.e. Raw materials, Chemicals & Consumables at 100% of the cost & other direct expenses at 75% of the unit cost.
  3. Finished goods are valued at Net realizable value.
  4. Stores spares and components are taken at estimated value.
- k. **Retirement Benefit:**
  1. **Provident Fund:** The Company's contribution to the fund is charged to revenue as required under the statute/rules.
  2. **Leave Encashment:** Provision for leave is made on the basis of leaves accrued to the employees during the financial year.
  3. **Gratuity:** Gratuity is accounted for on payment basis.
- l. **Impairment of Assets:**

As at each Balance Sheet date an assessment is made whether any indication exists that an asset has been impaired, if any such indication exists, an impairment loss i.e. the amount by which the carrying amount of an asset exceeds its recoverable amount is provided in the books of account.

### NOTES ON ACCOUNTS

#### 1. CONTINGENT LIABILITIES NOT PROVIDED FOR;

- i) Letter of Credit outstanding Rs. Nil (Previous Year Nil).
- ii) Claims against the company not acknowledged as debt are:

- Sales Tax pending in appeals Rs.0.35 Lacs (Previous Year Rs. 0.35 lacs)

2. The Gratuity is being charged to profit & loss account in the year in which it is paid. The liability for gratuity as on 31/03/2015 is Rs.1,47,692/- (Previous year Rs.2,01,578/-).
3. In the opinion of the Board of Directors, the Current Assets, Loans and Advances have the value on realization in the ordinary course of business at least equal to the amount at which they are stated except as expressly stated otherwise.
4. The Company is having no inventory as at close of the year.
5. The Company is regularly incurring losses for last more than the five years and its accumulated losses are more than 50% of its Net worth. However during the current year it incurred cash losses. As per the explanation and information given to us its plant is now totally out of operations. The company had also obtained the approval of the shareholders under section 293(1)(a) of the Companies Act, 1956 for disposal by way of sale, transfer or otherwise of whole or substantially the whole of undertaking of the company at a time or at different times in one or more tranches pursuant to the Postal Ballot Notice dated 18.04.2011 sent under section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2001. As such the company, in order to pay off its liabilities, the company is liquidating its assets. Hence, presently the company is not maintaining its status of going of concern.
6. Although the accounts of the company had become NPA but the company had reached one time settlement with the bank under the OTS Scheme for Rs.33.20 cr which was duly accepted by the bank vide its letter reference no.SAMB/SK/1142 dated 26.09.2012. In terms of acceptance of OTS offer, the company was to deposit Rs.33.20 cr on different dates with the amount specified there against. Interest will be paid on reducing balance of compromise amount at base rate (simple) commencing after six months from the date of conveying of sanction of OTS till date of final payment. The company is regular in paying the installments of OTS and it has paid entire Principal Amount of Rs.33.20 cr under OTS up to 27<sup>th</sup> June, 2015 well before due date of 25<sup>th</sup> September, 2015. However, Interest amount of Rs.2,85,24,915/- is still outstanding as payable which is to be paid on or before 25.03.2016.
7. There are no Micro and Small Enterprises under The Micro, Small and Medium Enterprises Development Act, 2006 to whom the Company owes dues. The above information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.
8. Amounts Payable to Auditors:
  - i) Statutory Auditors
  - Audit Fees Rs.18,810/-
  - Taxation/Other Matters Rs.11,400/-
  - Total:- Rs.30,210/-
9. As the new Companies Act, 2013 has specified the life of the asset therefore the depreciation has been calculated and provided as per Schedule II to the Companies Act, 2013.

#### 10. Segmental Information:

The Company is a single segment company engaged in manufacturing of hydrogenated vegetable oils and the related products like Vanaspati and Refined oils. Accordingly the disclosure requirement as prescribed in the Accounting Standard 17 on "Segment Reporting" issued by The Institute of Chartered Accountants of India is not applicable.

#### 11. RELATED PARTY DISCLOSURE:

There is no transaction with the related parties as described in Accounting Standard-18 issued by the Institute of Chartered Accountants of India.

#### 12. Earning Per Share:

- a) Earning Per Share (EPS) computed in accordance with Accounting Standard 20 issued by The Institute of Chartered Accountants of India: -

Particulars	F.Y. 2014-15	F.Y. 2013-14
Net Profit/(Loss) as per Profit & Loss A/c (Rs.)	(53,07,098)	3,72,77,205
Weighted Average No. of Equity Shares outstanding during the year (No.)	3103600	3103600
Basic and Diluted Earning Per Share (Rs.)	(1.71)	12.01

13. **Deferred Income Tax:** As there is no certainty of company being operational in its line of activity in the near future hence no Deferred Tax Asset has been created. The deferred tax liability created in earlier years has been written back in the books in the previous years.
14. No Remuneration paid to Whole time director during the year.
15. The Power and Fuel expenses include standing charges for holding power connection in the name of company and these are the minimum charges and do not include any operational expenses.
16. The previous year figures have been regrouped and re-casted wherever necessary to make them comparable with the current year figures.
17. Notes No. "1" to "25" including statement on Significant Accounting Policies form an integral part of the Balance Sheet and Statement of Profit & Loss.

**Signed in terms of our report of even date  
For P. C. Goyal & Co.**

**Chartered Accountants**

Sd/-  
(CA. P. C. Goyal)  
Partner  
M.NO. 080377  
FRN : 002368N

Place : Ludhiana  
Date : 28.08.2015

**For & on behalf of the board**

Sd/- Sanjeev Bansal (DIN00057485) Managing Director	Sd/- Varinder Kumar (DIN00057532) Director
Sd/- Davinder Kumar Company Secretary	Sd/- Rupinder Singh CFO

**RAJ AGRO MILLS LIMITED**  
**CIN:L15149DL1990PLC040532**  
**Registered Office: C-8/419, Sector 8, Near Madhuban Chowk, Rohini, New Delhi**

ATTENDANCE SLIP

Cut here

Member's Folio No .....  
Client ID No. ....  
DP ID No. ....  
Name of the Member .....  
Name of Proxy holder.....  
No of shares held.....

I hereby record my presence at the 25<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 30<sup>th</sup> day of September, 2015 at 10.00 a.m. at the Registered Office of the Company at C-8/419, Sector 8, Near Madhuban Chowk, Rohini, New Delhi .

\_\_\_\_\_  
Signature of Member/Proxy

**Notes :**

- 1. Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.**





**RAJ AGRO MILLS LIMITED**  
**CIN:L15149DL1990PLC040532**  
**Registered Office:C-8/419, Sector 8, Near Madhuban Chowk, Rohini, New Delhi**

PROXY FORM

Member's Folio No : \_\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ being a member/members of **RAJ AGRO MILLS LIMITED**, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the 25<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 30<sup>th</sup> day of September, 2015 at 10.00 a.m. at the Registered Office of the Company at C-8/419, Sector 8, Near Madhuban Chowk, Rohini, New Delhi and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

Affix Re. 1/-  
Revenue Stamp here

**Note :**

1. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll instead of himself/herself.**
2. **If it is intended to appoint a proxy, the form of proxy should be deposited at the Registered Office of the Company at least 48 hours before the commencement of meeting.**