


**FORM A**

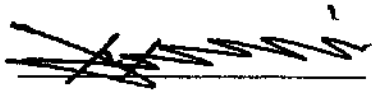
**Covering letter of the annual audit report to be filed with the stock exchanges**

**(In pursuance of Clause 31 of Listing Agreement)**

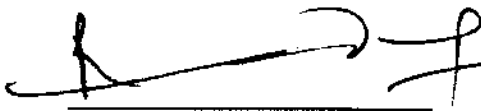
1.	Name of the Company	Radhe Developers (India) Limited
2.	Annual Financial statements for the year ended	31 <sup>st</sup> March, 2014
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable



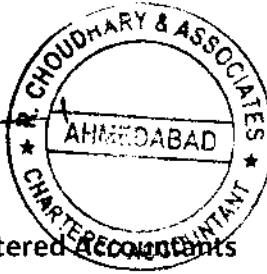
Ashish Patel  
Managing Director and CEO



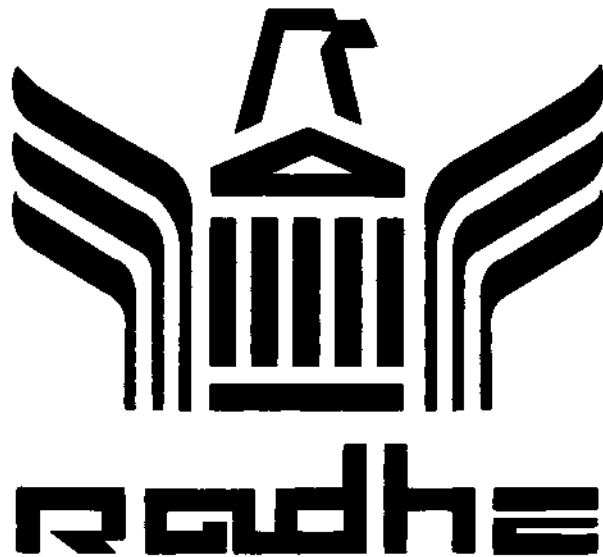
Nirav Desai  
Chairman of Audit Committee



Ramchandra D. Choudhary  
R. Choudhary & Associates, Chartered Accountants  
Statutory Auditor of the Company



Date: 30/05/2014



**RADHE DEVELOPERS (INDIA) LIMITED**

***20th ANNUAL REPORT***  
***2013-2014***

# CORPORATE INFORMATION

## BOARD OF DIRECTORS:

Mr. Praful C. Patel	Chairman
Mr. Ashish P. Patel	CEO & Managing Director
Mr. Nirav D. Desai	
Mr. Alok Vaidya	
Mr. Dineshsingh U. Kshatriya	

## REGISTERED OFFICE:

1<sup>ST</sup> Floor, Chunibhai Chambers,  
B/h City Gold Cinema,  
Ashram Road,  
Ahmedabad - 380 009.

## BANKERS:

HDFC Bank Limited  
Saraspur Nagrik Co.op Bank Limited

## AUDIT COMMITTEE:

Mr. Nirav Desai	Chairman
Mr. Alok Vaidya	Member
Mr. Dineshsingh U. Kshatriya	Member

## STAKEHOLDER'S GRIEVANCE & RELATIONSHIP COMMITTEE:

Mr. Alok Vaidya	Chairman
Mr. Praful Patel	Member
Mr. Ashish Patel	Member

## NOMINATION & REMUNERATION COMMITTEE:

Mr. Nirav Desai	Chairman
Mr. Alok Vaidya	Member
Mr. Dineshsingh U. Kshatriya	Member

## AUDITORS:

M/s. R. Choudhary and Associates,  
Chartered Accountants  
A/202, Rajshree Avenue,  
Nr. Dinesh hall, Ashram Road,  
Ahmedabad-380 009

## COMPANY SECRETARY:

Mehul Vyas

## REGISTRAR & TRANSFER AGENTS:

M/s. MCS Limited,  
201, shatdal Complex, 2<sup>nd</sup> Floor,  
Ashram Road, Ahmedabad -380 009

## ISIN :

INE986B01036

## CIN:

L45201GJ1995PLC024491

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## NOTICE

NOTICE is hereby given that 20th Annual General Meeting of the Members of Radhe Developers (India) Limited, will be held on **Tuesday, the 30th September, 2014** at 9.30 a.m. at the Registered office of the Company at 1<sup>st</sup> Floor, Chunibhai Chambers, B/ h City Gold Cinema, Ashram Road, Ahmedabad- 380009 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended on that date together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Praful Patel (holding DIN: 00228172), who retires by rotation and being eligible, offers himself for reappointment.
3. To re-appoint Auditors of the Company to hold office from the conclusion of the 20<sup>th</sup> Annual General Meeting until the Conclusion of the 23<sup>rd</sup> Annual General Meeting and to fix their remuneration and to pass the following resolution thereof.

**"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made there under, M/s. R. Chaudhary and Associates, Ahmedabad, (Firm Registration No. 101928W) be and are hereby re-appointed as the statutory Auditors of the Company, to hold office from the conclusion of the 20<sup>th</sup> Annual General Meeting to the Conclusion of the 23<sup>rd</sup> Annual General Meeting (subject to rectification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Board of Directors in consultation with the auditors."

### SPECIAL BUSINESS :

4. To consider and if thought fit, to pass the following resolutions, with or without modifications, as an **Ordinary Resolution**  
**"RESOLVED THAT** Pursuant to the provisions of Sections 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, Mr. Dineshsingh Umashankarsingh Kshatriya (holding DIN 00789633), non-executive Director of the Company whose period of office is liable to determination by retirement of director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold Office for five Consecutive years for a term up to 31<sup>st</sup> March, 2019, not liable to retire by rotation ."
5. To consider and if thought fit, to pass the following resolutions, with or without modifications, as an **Ordinary Resolution**  
**"RESOLVED THAT** Pursuant to the provisions of Sections 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, Mr. Alok Hrishikesh Vaidya (holding DIN 00101864), non-executive Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold Office for five Consecutive years for a term up to 31<sup>st</sup> March, 2019, not liable to retire by rotation ."
6. To consider and if thought fit, to pass the following resolutions, with or without modifications, as an **Ordinary Resolution**  
**"RESOLVED THAT** Pursuant to the provisions of Sections 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, Mr. Nirav Dilipkumar Desai (Holding DIN 00228330), non-executive Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold Office for five Consecutive years for a term up to 31<sup>st</sup> March, 2019, not liable to retire by rotation ."
7. To consider and if thought fit, to pass the following resolutions, with or without modifications, as an **Ordinary Resolution**  
**"RESOLVED THAT** in accordance with provisions of Sections 196, 197, 203 and any other applicable provisions and rules made under of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with schedule V thereof and on recommendation of Nomination and Remuneration committee and as agreed, by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), approval of the company be and is hereby accorded for renewal of the same remuneration terms of Mr. Ashish P. Patel (DIN: 00228026), CEO and Managing Director of the Company, with effect from 1st January, 2014, for the remaining period of his tenure i.e. upto 31<sup>st</sup> December, 2015, as stated in explanatory statement annexed hereto."
8. To Consider and through fit to pass, with or without modifications the following as a **Special Resolution** :  
**"RESOLVED THAT** in supersession of an earlier resolution passed in the Extra Ordinary General Meeting held on 30th October,1995 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013,

(including any amendment thereto or re-enactment thereof), the consent of the Members, in the terms of the aforesaid section of the Companies Act, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof), for borrowing from time to time, any sum or sums of monies as it may deem proper for the purpose of Company business which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 100 Crores (Rupees One Hundred Crores only)."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments as may be required in its absolute discretion pursuant to the above Resolution."

9. To Consider and through fit to pass, with or without modifications the following as a **Special Resolution** :

**"RESOLVED THAT** in supersession of an earlier resolution passed in the Extra Ordinary General Meeting held on 30th October,1995 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the consent of the Members, in the terms of the aforesaid section of the Companies Act, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges and / or mortgages and / or hypothecations in addition to the existing charges and / or mortgages and / or hypothecations created by the Company, on such movable and immovable properties of the company wheresoever situate, both present and future, and in such manner as the Board may deem fit, to secure up to Rs. 100 Crores (Rupees One Hundred Crores only)."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments as may be required in its absolute discretion pursuant to the above Resolution."

**For RADHE DEVELOPERS (INDIA) LIMITED**

Date : 11.08.2014  
Reg. Office : 1<sup>ST</sup> Floor, Chunibhai Chambers,  
Ashram Road, Ahmedabad - 380 009.  
CIN :L45201GJ1995PLC024491

**Sd/-  
MEHUL VYAS  
COMPANY SECRETARY**

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**NOTES:**

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. Proxies in Order to be effective must reach the registered office of the Company not less than 48 hours before the Scheduled commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total Share Capital of the Company.
- Corporate members intending to send their authorized representative to attend meeting are requested to send the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the annual general meeting.
- The Statement Pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special business set in the Notice is annexed.
- The Register of Members and Share Transfer Books of the Company will be closed from **Saturday, the 27<sup>th</sup> September, 2014 to Tuesday, the 30<sup>th</sup> September, 2014 (both days inclusive)** for the purpose of Annual General Meeting.
- Details under clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the Corporate Governance Report, published elsewhere in this Annual Report. The Directors have furnished the requisite declaration for their appointment/ re-appointment.
- Members are requested to bring their attendance slip along with their copy of annual report to the meeting.
- Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the Attendance Slip for attending the Meeting.

- Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or contact our Registrar and Transfer Agent i.e. MCS Ltd.
- 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 or contact our Registrar and Transfer Agent i.e. MCS Ltd.
- Register of Directors and Key Managerial Personnel and their Shareholding, Maintained Under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- The Company's shares are listed at Mumbai Stock Exchange. The Company has paid listing fees to Mumbai Stock Exchange Limited for financial year 2014-2015.
- In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 20<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The detailed process, instructions and manner for e-voting facility is enclosed herewith.
- Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.

#### **Important Communication to Members**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circular stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government, members who have not registered their e-mail address, so far, are requested to get their e-mail addresses, in respect of electronic holding with Depository through their concerned Depository Participants. Members who hold shares in Physical form, are requested to get their shares dematerialized.

Please also note that you will be entitled to be furnished free of cost, with a copy of the Annual Report of the Company and all other documents required by law to be attached thereto, upon receipt of a requisition from you, any time, as a member of the Company. Such a requisition may be sent to the Registered Office of the Company at the address given below.

**For RADHE DEVELOPERS (INDIA) LIMITED**

**Sd/-  
MEHUL VYAS  
COMPANY SECRETARY**

Date : 11.08.2014  
Reg. Office : 1<sup>ST</sup> Floor, Chunibhai Chambers,  
Ashram Road, Ahmedabad - 380 009.  
CIN :L45201GJ1995PLC024491

## ANNEXURE TO NOTICE

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

#### Item No. 4, 5 & 6

Mr. Dineshsingh Kshatriya, Mr. Nirav Desai and Mr. Alok Vaidya are Independent Directors of the Company and have held the positions as such in the Company.

Mr. Dineshsingh Kshatriya has joined Board of Directors in the year 2012, while Mr. Nirav Desai and Mr. Alok Vaidya have joined Board of Directors in the year 2005.

Mr. Nirav Desai and Mr. Alok Vaidya are directors who retire by rotation at the Annual General Meeting and Mr. Dineshsingh Kshatriya whose period of office is liable to termination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Dineshsingh Kshatriya, Mr. Nirav Desai and Mr. Alok Vaidya, being eligible and offering themselves for appointment, are proposed to be appointed as Independent Directors for 5 (five) consecutive years for a term up to 31<sup>st</sup> March, 2019 and not liable to retire by rotation. A notice has been received from the members along with the deposit of requisite amount under section 160 of the Act, proposing Mr. Dineshsingh Kshatriya, Mr. Nirav Desai and Mr. Alok Vaidya as a candidate for the office of Director of the Company.

Mr. Dineshsingh Kshatriya, Mr. Nirav Desai and Mr. Alok Vaidya are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mr. Dineshsingh Kshatriya, Mr. Nirav Desai and Mr. Alok Vaidya, that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and rules made there under.

In the opinion of the Board, Mr. Dineshsingh Kshatriya, Mr. Nirav Desai and Mr. Alok Vaidya fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Dineshsingh Kshatriya, Mr. Nirav Desai and Mr. Alok Vaidya are independent of the management.

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

Except Mr. Dineshsingh Kshatriya, Mr. Nirav Desai and Mr. Alok Vaidya, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4, 5 and 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board commends the Ordinary Resolutions set out at Item No. 4, 5 and 6 of the Notice for approval by the shareholders.

#### Item no. - 7

Mr. Ashish P. Patel has been re-appointed as Managing Director and CEO of the company by the Board of Directors, on the recommendation of the Remuneration Committee, for the period of Five (5) years with effect from 1<sup>st</sup> January, 2011 at such remuneration and terms & conditions of appointment as agreed by Board of Directors and subsequently approved by members at 17<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2011.

The Board of Directors, on the recommendation of the Remuneration Committee, in their meeting held on 29<sup>th</sup> October, 2013 has renewed his existing remuneration terms for a term up to 31<sup>st</sup> December, 2015, after considering various factors like their responsibilities to the company, growth and expansion projects of the company and Industry scenario.

He will be entitled following remuneration :

**(a) Salary:** Rs. 2,75,000/- p.m.

**(b) Perquisites :** In addition to the salary, the following perquisites shall be allowed to the Managing Director and the total value of perquisites shall be restricted to an amount equal to Rs. 25000/- p.m.

## **CATEGORY - "A"**

### **i) Housing:**

The Company shall provide furnished accommodation to the Managing Director. If the Managing Director is having his own accommodation, the Company shall pay house rent allowance at the rate of Rs. 20,000/- per month, subject to a limit of 10 % of his salary.

The Company shall provide equipments and appliances, furniture, fixtures and furnishing, including maintenance of all, at the residence of the Managing Director at the entire cost of the Company.

The Company shall reimburse the expenses of gas, electricity, water etc. The expenditure on these, valued in accordance with the Income-tax Rules, shall not exceed 10% of the salary.

### **ii) Medical Reimbursement:**

Medical Expenses actually incurred for self and family shall be reimbursed by the Company.

### **iii) Leave Travel Concession:**

The Company shall provide leave travel fare for the Managing Director and his family once in a year.

### **iv) Personal Accident Insurance:**

The Company shall pay Personal Accident Insurance upto Rs.10,000/- per annum.

### **v) Club Fee :**

The Company shall pay and / or Reimburse Fees and Expenses (excluding admission and Life membership fees) of clubs, subject to a maximum of two clubs.

## **CATEGORY - "B"**

i) The Company shall contribute towards Provident Fund/Superannuation Fund/Annuity Fund provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income-tax Act.

ii) The Company shall pay Gratuity at the rate not exceeding half month's salary for each completed year of service.

iii) Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per rules of the Company.

The perquisite under this Category shall not be included in the computation of ceiling on remuneration.

## **CATEGORY - "C"**

1. The Company shall provide a Car with Driver at the entire cost of the Company for use for the business of the Company. Use of Car for personal purposes shall be billed by the Company.

2. The Company shall provide telephone including mobile phone at the residence of the Managing Director at the entire cost of the Company. Personal long-distance calls shall be billed by the Company.

3. The Managing Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall, however, be reimbursed the actual traveling, lodging and boarding expenses incurred by him for attending meetings of the Board of Directors and/or committees thereof.

4. The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and subject further to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together. Provided, however, that in the event of absence or inadequacy of profit, the Managing Director shall be entitled to remuneration mentioned under (a) above and perquisites as above within the minimum remuneration specified in Schedule V to the Companies Act, 2013.

5. In the event of cessation of office during any financial year, a ratable proportion of the aforesaid remuneration shall be payable by the Company.

6. The Managing Director shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company.



7. "Family" means the spouse, dependent children and dependent parents of Managing Director.
8. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed."

Mr. Ashish P. Patel is founder promoter of the company. He has very wide and rich experience in the construction industry. He is instrumental in the strategic decision-making and Implementation of project. It is in the interest of the company to avail his valuable services for the further growth and conduction of affairs and business of the company.

Your Directors recommend the resolution no. 7 to be passed as a Ordinary Resolution.

None of the Directors and Key managerial personnel or their relative other than Mr. Ashish P. Patel, himself and Mr. Prafulbhai C. Patel, relative of him, is interested in the resolution of Item No.7.

#### **Item no. - 8 & 9**

As per the provision of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the members, borrow monies in excess of the aggregate of the paid-up share capital of the Company and its free reserves.

As per the resolution passed by the Shareholders of the Company in the Extra Ordinary General Meeting held on 30th October, 1995, the Board of Directors of the Company were authorised to borrow money and to create charge/ mortgage/ hypothecation upto a limit not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only). Considering the new Companies Act, 2013, the Company needs approval from the members under the new applicable provisions, even though the Company wants to continue with the same limits of borrowing and creation of charge/ mortgage/ hypothecation. The Board of Directors in their meeting held on 11<sup>th</sup> August, 2014 proposed the same limits of borrowing of Rs. 100 Crores (Rupees One Hundred Crores Only).

The borrowings of the Company are, in general, required to be secured by suitable mortgage/ charge/hypothecation on all or any other movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by Board of Directors of the Company, from time to time, in consultation with the lender(s), hence it is necessary to pass a resolution under Section 180(1)(a) of the Companies Act, 2013, for creation of charges/ mortgages/hypothecations on Company's assets for an amount not exceeding the limit of Rs. 100 Crores (Rupees One Hundred Crores Only).

Your Directors recommend the resolution no. 8 & 9 to be passed as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are interested in resolution no. 8 & 9 of the accompanying notice.

**For RADHE DEVELOPERS (INDIA) LIMITED**

Date : 11.08.2014  
Reg. Office : 1<sup>ST</sup> Floor, Chunibhai Chambers,  
Ashram Road, Ahmedabad - 380 009.  
CIN :L45201GJ1995PLC024491

**Sd/-  
MEHUL VYAS  
COMPANY SECRETARY**

# RADHE DEVELOPERS (INDIA) LIMITED

CIN : L45201GJ1995PLC024491

Regd. Office: 1<sup>st</sup> Floor, Chunibhai Chambers, B/h. City Gold Cinema, Ashram Road Ahmedabad 380 009

## VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is pleased to provide members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business as detailed in the Notice may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Company had fixed **Friday, the 29th August, 2014 as the record date (cut-off Date)** for determining voting rights of shareholders entitled to participating in the e-voting process.

In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-Voting on all the resolutions placed by the Company on e-Voting system.

The e-voting facility will be available during the following period:

<b>Commencement of e-Voting</b>	<b>From 9.00 a.m. (IST) on Tuesday, 23rd September, 2014</b>
<b>End of e-Voting</b>	<b>Up to 6.00 p.m.(IST) on Thursday, 25th September, 2014</b>

During this period, members of the Company may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote(s) on a resolution is cast by the member, the members shall not be allowed to change it subsequently.

**The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, 29<sup>th</sup> August, 2014.**

**Also note that you can opt for only one mode of voting i.e., either through e-Voting or physical ballot form. If you opt for e-Voting, then you should not vote through ballot form and vice versa. However, in case you cast your vote(s) through e-Voting and ballot form, then voting done through e-Voting shall prevail and voting done through ballot form will be treated as invalid.**

**The instructions for members for voting electronically (both for physical holders as well as demat holders) are as under:-**

- (i) Open your web browser during the voting period and Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab to cast your vote(s).
- (iii) Now Enter your User ID
  - a. For account holders in CDSL: 16 digits beneficiary ID,
  - b. For account holders in 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing login id and password is to be used.
- (vi) If you are a first time user, follow the steps given below:

### For Members holding shares in Demat Form and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.- In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 <b>the number of shares held by you as on the cut off date</b> (record date) i.e. August 29, 2014 in the <b>Dividend Bank details field</b> .

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login, password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of the Company i.e. 140826073 for the relevant "**RADHE DEVELOPERS (INDIA) LIMITED**" to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

#### Other General Instructions :

- (A) **The voting period begins on September 23, 2014 (9.00 a.m.) and ends on September 25, 2014 (6.00 p.m.).** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 29, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (B) The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.

- (C) Mr. Tapan Shah, Practising Company Secretary (Membership No.: FCS 4476; CP No: 2839) (Address: 816 – 818, Anand Mangal – 3, Opp. Core House, Nr. Doctor House, Ellisbridge, Ahmedabad – 380 006, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- (D) The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.radheinfra.com](http://www.radheinfra.com) and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited, where the shares of the Company are listed.
- (E) The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- (F) For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- (G) **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 Corporate, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- (H) You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- (I) 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).

#### Contact Details

<b>Company</b>	:	1 <sup>st</sup> Floor,Chunibhai Chambers, B/h. City Gold Cinema, Ashram Road,Ahmedabad – 380 009
<b>Registrar and Transfer Agent</b>	:	M/s. MCS Ltd.101, Shatdal Complex, Opp. Bata Show Room,Ashram Road, AHMEDABD-380009Ph. 079 – 26582878Fax : 079 – 26581296E-mail ID: <a href="mailto:mcsahmd@gmail.com">mcsahmd@gmail.com</a>
<b>e-Voting Agency</b>	:	Central Depository Services (India) Limited. E-mail ID: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
<b>Scrutinizer</b>	:	Mr. Tapan Shah, Practicing Company Secretary E-mail ID: <a href="mailto:scrutinizer@tapanshah.in">scrutinizer@tapanshah.in</a>

## RADHE DEVELOPERS (INDIA) LIMITED

1<sup>ST</sup> Floor, Chunibhai Chambers, Ashram Road, Ahmedabad-380009

### DIRECTORS' REPORT

Dear Shareholder:

Your Directors are pleased to present the 20th Annual Report with the Audited Accounts of the Company for the year ended 31.3.2014.

#### FINANCIAL RESULTS:

The Operating results of your Company for the period under review are as follows:

(Rs. in Lacs)

Particulars	Current Year 2013-2014	Previous Year 2012-2013
Total Income	16.46	37.45
Profit /(Loss) before Depreciation & Tax	(64.28)	(64.63)
Less : Depreciation	15.58	11.23
Profit /(Loss) Before Tax	(79.86)	(75.86)
Less : Provision for Tax		
Deferred Tax	(1.38)	(1.05)
Current Tax	—	—
Prior Period Expenses(Net off)	5.23	—
Net Profit/(Loss) After Tax	(83.71)	(74.81)
Balance brought forward	(440.66)	(365.85)
Balance carried to Balance sheet	(524.37)	(440.66)
Earnings per share	(0.33)	(0.30)

#### FINANCIAL HIGHLIGHTS:

##### OPERATIONS:

During the year, the Company has carried out some activities. However, due to general economic slow down world over and bearish position in the real estate division, the Company has made loss for the financial year. The total income has been stood at Rs.16.46 Lacs as compared to last year's Rs. 37.45 Lacs. The Company has incurred Net loss after tax of Rs.83.71 Lacs as compared to net loss of Rs. 74.81 Lacs of the last year.

##### DIVIDEND:

Your Directors do not recommended any dividend for the year, due to loss incurred for the year.

##### FUTURE PROSPECTS:

The Company has expertise in Civil, Construction, Structural Work, etc. of various types of commercial, residential and infrastructure projects. Major thrust on infrastructure development supported by regulatory reforms by the government will also provide considerable opportunities to your Company for achieving business growth in coming years.

##### STATUTORY DISCLOSURE:

Particulars required to be furnished by the Companies (Disclosure of particulars in the report of the Board of Directors) Rule, 1988.

Part A & B pertaining to Conservation of Energy and technology absorption is not applicable to the Company, as the Company has no Manufacturing activities. The Company has however, used information technology in its operation.

During the year, there is no foreign exchange earnings and outgo. (last year also Nil)

**DIRECTORS:**

As per the provisions of the Companies Act 2013 and Articles of Association of the Company, Mr. Praful Patel, Director of the Company, will retire in the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board of Directors recommends his re-appointment.

The Board has renewed remuneration terms of Mr. Ashish P. Patel, Managing Director of the Company till his terms expires as on 31<sup>st</sup> December, 2015.

Details of Director seeking appointment/ re-appointment as required under Clause 49(VI) of the Listing Agreement are provided in the notice forming part of this Annual Report. Their re-appointments are appropriate and in the best interest of the Company.

Impending notification of section 149 and other applicable provisions of the companies Act, 2013, your directors seeking appointment of Mr. Dineshsingh Kshatriya, Mr. Alok Vaidya and Mr. N. Rav Desai as independent Director for five consecutive years for a term up to 31<sup>st</sup> March, 2019. The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed in the above Section.

None of the Directors of the Company is disqualified for being appointed as Director as Specified in section 164(2) of the Companies Act, 2013.

For the perusal of shareholders, a brief resume of the above said director, nature of his expertise, his shareholding in the company and other required details of all directors, for which approval of members for their appointments or re-appointments are sought, are given in the section of Corporate Governance Report elsewhere in the Annual Report.

**CHANGE IN LEGISLATION GOVERNING COMPANIES IN INDIA:**

During the year under review, the provisions of the new Companies Act have been made effective replacing Companies Act, 1956 vintage by the introduction of the Companies Act, 2013. The Government has notified 287 sections out of total 470 sections which cover all the material provisions of the new Companies Act, 2013.

However, as Clarified by the Ministry of Corporate Affairs, the provisions of Companies Act, 1956 would remain applicable in respect of Financial Accounts, Auditor's Report and Director's report thereon for the financial year ended on 31<sup>st</sup> March, 2014.

**PUBLIC DEPOSITS:**

During the period under review, the Company has accepted deposits from Public within the prescribed limits under the Act. As on March 31, 2014, deposits from Public stood at Rs. 176.85 Lacs. All the Deposits were paid in time and there were no deposits, which were unclaimed or claimed and remained unpaid by the Company as on March 31, 2014. The Company has stopped accepting new deposits and as per the new Companies Act and all the deposits are being repaid on maturity dates.

**CORPORATE GOVERNANCE:**

Pursuant to clause 49 of the Listing Agreement with the Stock Exchange, a separate section on Corporate Governance and certificate obtained from practicing Chartered Accountant confirming its compliance, is provided separately and forming part of this Report. The Board of Directors supports the basic principles of corporate governance. In addition to this, the board lays strong emphasis on transparency, accountability and integrity.

Report on Management Discussion and Analysis is provided in separate section and forming part of this report.

**FORMATION OF VARIOUS COMMITTEES:**

Details of various committees constituted/ reconstituted by the Board of Directors are given in the Corporate Governance Report annexed which forms part of this report.

**CHANGE IN NOMENCLATURE OF COMMITTEES AND ENHANCED THEIR SCOPE:**

Pursuant to introduction of the Companies, Act, 2013 and rules there under, the Nomenclature of the Shareholders Grievance Committee has been changed to "Stakeholders Grievance and Relationship Committee" and the Nomenclature of Remuneration Committee has been changed to "Nomination and Remuneration Committee"

The scope of terms of reference/ scope for Audit Committee has been enhanced in line with provisions of Section 117 of the Companies Act, 2013 with additional Scope on vigil mechanism, Safeguards against victimization of persons who use such

mechanism, direct access to chairperson of audit committee in appropriate or exceptional cases etc.

**PARTICULARS OF EMPLOYEES UNDER SECTION 217(2A):**

The provisions of section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1988 as amended are not applicable to the company, as there are no employees whose remuneration is in excess of the limits prescribed.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 217 (2AA) of the Companies Act, 1956 I would like to state the following:

In the preparation of the Annual Accounts, the applicable accounting standards have been followed.

The Directors have 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 ended on 31st March. 2014.

The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

The Directors have prepared the attached statements of accounts for the year ended 31st March, 2014 on a going concern basis.

**AUDITORS & AUDITORS REPORT:**

The Statutory Auditors of the Company, M/s. R. Choudhary & Associates; Chartered Accountants, Ahmedabad (Firm Registration No. 101928W) will retire at Conclusion of ensuing Annual General Meeting and being eligible, have offered themselves for re-appointed.

The Company has received a written Certificate from Auditors stating their appointment, if made would be within the limit under Section 139(1) of the Companies Act, 2013 and the rules made there under. The Board, on the recommendation of the Audit Committee, has also proposed that M/s. R. Choudhary & Associates; Chartered Accountants, Ahmedabad, be re-appointed as Auditor of the Company.

Your Directors request you to re-appoint the Auditors to hold the office from the Conclusion of the 20<sup>th</sup> AGM to the Conclusion of 23<sup>rd</sup> AGM. (Subject to rectification of the appointment by the members at every AGM held after this AGM) and fix their remuneration.

Notes forming part of the accounts are self-explanatory and therefore, do not require any further comments.

**INTERNAL AUDIT:**

M/s. Shah & Patel has been internal Auditor of the Company. Internal Auditors are appointed by the Board of Directors of the Company on yearly basis, based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the internal Audit of the Company, to the Audit Committee on a quarterly basis. The Scope of Internal audit is approved by the Audit Committee.

**ACKNOWLEDGEMENT:**

Your Directors take this opportunity to express their gratitude for the valuable assistance and co-operation extended by the Bankers, vendors, customers, advisors, the general public and for the valued efforts and dedication shown by the Company employees at all levels. Your Directors also sincerely acknowledge the confidence and faith reposed by the shareholders of the Company.

**By Order of the Board  
For RADHE DEVELOPERS (INDIA) LIMITED**

Date : 11<sup>th</sup> August, 2014  
Place : Ahmedabad

**Sd/-  
PRAFUL C. PATEL  
CHAIRMAN**

## REPORT ON CORPORATE GOVERNANCE

The Securities and Exchange Board of India (SEBI) has stipulated Corporate Governance Standards for Listed Companies vide Clause 49 in the listing agreement with the Stock Exchanges.

Corporate Governance is Corporate discipline extended transparency, integrity and accountability towards all stakeholders. Corporate Governance helps to achieve excellence to enhance stakeholders' value by focusing on long-term value creation without compromising on integrity, social obligations and regulatory compliances.

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Radhe Developers (India) Limited, has always been committed to the principal of sound Corporate Governance to promote the effective functioning of the Board and its Committee & to assist it in the exercise of its responsibility. Our Board exercises its fiduciary responsibilities in the widest sense of the term.

The Company's continued endeavor is to achieve good governance which ensures our performance rules with integrity whereby ensuring the truth, transparency accountability & responsibility in all our dealings with our employees, shareholders, consumers & the community at large. Apart from compliance with the statutory provisions of Company Law, allied acts & Listing Agreements, our disclosure seeks to attend best practice in corporate governance. We believe that sound corporate governance is critical to enhance & retain stakeholders trust.

The Board of Directors represents the interest of the Company's stakeholders, for optimizing long term value by way of providing necessary guidance and strategic vision to the Company. The Board also ensure that the Company's management and employees operate with highest degree of ethical standard. Corporate Governance is strongly driven by our values such as quality, commitment, customer orientation & integrity.

### BOARD OF DIRECTORS:

The Company's Board comprises of 5 Directors with a mix of executive/non-executive and promoter/independent directors. Out of total Board members, Chairman is Non-Executive Promoter Director, Managing Director is Executive Promoter Director and other 3 are Non-Executive Independent Directors. The composition of Board complies with the requirements of the Corporate Governance code with more than 50% of the directors being non-executive Independent directors.

The Board normally meets once in a quarter. Additional meetings are held as and when required. During the year under review, Board of Directors met 5 times, viz 30<sup>th</sup> May, 2013, 9<sup>th</sup> August, 2013, 29<sup>th</sup> October, 2013, 14<sup>th</sup> February, 2014, & 5<sup>th</sup> March, 2014 and the 19<sup>th</sup> Annual General Meeting was held on 30<sup>th</sup> September, 2013. The gap between any two meetings did not exceed four months.

The table below provides the composition of the Board, their attendance at Board meetings & AGM and number of other directorship, chairmanship/membership of other companies.

Name of the Director & Designation & Age	Category & Nature of employment	Date of Appointment	No. of other Directorship Held in public companies in India	No. of other Board committees of which Member(M)/Chairman (C)	Board meeting attended	Attendance at the last AGM	No. of Shares held & % holding (of the Company As on 31-3-2014)
Mr. Praful bhai C. Patel Chairman 75 Years	Non Executive Non -Independent Director	17/02/1995	0	0	5	Yes	5100 (0.02%)
Mr. Ashish Patel Managing Director 43 Years	Executive Non Independent Director- Contractual Employment	17/02/1995	1	0	4	Yes	2350732 (9.34%)
Mr. Alok Vaidya Director 58 Years	Non Executive Independent Director	14/03/2005	0	0	5	Yes	---
Mr. Nirav Desai Director 44 Years	Non Executive Independent Director	15/03/2005	0	0	5	Yes	---
Mr. Dinesh Singh Kshatriya 43 Years	Non Executive Independent Director	09/11/2012	1	0	5	Yes	---



**Notes:**

- (1) This number excludes the directorships/committee memberships held in private companies and also of the Company. Committees include Audit Committee and Shareholders' Grievance Committee as per Clause 49 of The Listing Agreement.
- (2) As required by the Companies Act, 1956 and Clause 49 of Listing Agreement, none of the directors hold directorship in more than 15 public companies & membership of board committees (audit/remuneration/investors grievance committees) in excess of 10 and chairmanship of board committees as aforesaid in excess of 5.

None of the Non-executive Directors has any pecuniary relationship, except Mr. Praful C. Patel, who is relative of Managing Director of the Company. Non-executive Directors have no transaction with the company. The details of sitting fees, commission and remuneration paid to each director appear later under the disclosure relating to Remuneration to Directors.

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING :**

Name of Director	Mr. Praful Patel	Mr. Dineshsingh Kshatriya	Mr. Alok Vaidya	Mr. Nirav Desai	Mr. Ashish P.Patel
Date of Birth	22.11.1938	15.06.1971	15.10.1955	28.02.1970	24.12.1970
Date of appointment	17.02.1995	09.11.2012	14.03.2005	15.03.2005	17.02.1995
Qualifications	Diploma in Civil Engineer	B.S.C	B.com	B.E. (Civil)	B.com
Expertise in specific functional areas	He has rich experience of more than 4 decades in the field of Civil Construction & other infrastructure Projects.	Expertise in Land development projects and other commercial matter.	Finance, Accountancy and Administration	Project Execution and General Management.	He has expertise in the field of operation, marketing, project Implementation with a rich experience of 20 years.
List of Public Ltd.Co. in which Directorship held		1. Garima Venture Finance Ltd.			1. Radhe infrastructure & Projects (i) Limited
Chairman/ Member of the Committees of the Board of Directors of the Co.	One – member (Stakeholder's Grievance & Relationship Committee)	One – Member (Audit Committee)	One–Chairman (Stakeholder's Grievance & Relationship Committee) One – Member (Audit Committee)	One – Chairman (Audit Committee)	One– member (Stakeholder's Grievance & Relationship Committee)
Chairman/ Member of the committees of Directors of other Co.	None	None	None	None	None

**CODE OF CONDUCT**

The Board of Directors has adopted the Code of Business Conduct and Ethics for the Directors and Senior Management. The said Code has been communicated to the Directors and the Members of the senior Management. All Board Members and Senior Managerial Personnel have affirmed compliance with the code of conduct for the year ended on 31<sup>st</sup> March 2014. A declaration to this effect duly signed by Managing Director & CEO of the Company is attached herewith and forms part of Corporate Governance Report.

**AUDIT COMMITTEE:**

The Audit Committee comprises of 3 members, Mr. Nirav Desai as the Chairman of the Committee & Mr. Alok Vaidya and Mr. Dineshsingh Kshatriya as Members. All members are Non-Executive Independent Directors .

The above composition meets all the requirements of Clause 49 of Listing Agreement and Section 292A of the Companies Act,

1956. Mr. Mehul Vyas (Company Secretary) has acted as the Secretary of the Audit Committee. Statutory Auditors are invited as and when required.

During the year under review, 4 meeting were held on 30<sup>th</sup> May, 2013, 9<sup>th</sup> August, 2013, 29<sup>th</sup> October, 2013, & 14<sup>th</sup> February, 2014. The chairman of Audit Committee had attended last Annual General Meeting of the company held on 30<sup>th</sup> September, 2013. The Audit Committee at its meeting held on 9<sup>th</sup> August, 2013, 29<sup>th</sup> October, 2013, & 14<sup>th</sup> February, 2014 reviewed the unaudited financial results for the quarter ended on June 30, 2013, September 30, 2013 and December 31, 2013. In the meeting held on 30<sup>th</sup> May, 2013, the committee has also reviewed the Audited Balance Sheet and Profit and Loss Account together with draft Auditor's Report for the Financial Year 2012-13 and recommended to be placed before the Board for their approval.

Details of attendance of members of the Audit Committee are as under:

Name	Designation	Attendance
Mr. Nirav Desai	Chairman	4
Mr. Alok Vaidya	Member	4
Mr. Dineshsingh Kshatriya	Member	4

### **BROAD TERMS OF REFERENCE**

The broad terms of reference of the Committee as approved by the Board includes overseeing of the Company's financial reporting process, the appointment of statutory auditors and internal auditors, reviewing the quarterly and annual financial statements before submission to the Board for approval, compliance with listing and other legal requirements relating to financial statements, reviewing adequacy of the internal Control and internal audit function, etc.

In addition to the above, the Committee shall have such functions/role/powers as may be specified in the Companies Act, Listing Agreement with stock exchanges or any other applicable law.

The Board of Directors of the Company at their meeting held on 11<sup>th</sup> August, 2014, expanded the scope of Audit Committee by additional scope in respect of vigil mechanism in line with section 177 of the Companies Act, 2013 read with the provisions of the listing agreement.

The Audit Committee has reviewed the Management Discussion and Analysis of financial condition and results of operations forming part of this Annual Report and other information as mentioned in Clause 49 (II)(E) of the Listing Agreement.

### **STAKEHOLDER'S GRIEVANCE & RELATIONSHIP COMMITTEE:**

The Shareholders Grievance Committee as a committee of the Board has been constituted mainly to focus on the redressal of Shareholders / Investors Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc. The Shareholder Grievance Committee comprises of 3 members, Mr. Alok Vaidya as the Chairman of the Committee & Mr. Praful Patel and Mr. Ashish Patel as the Members. The Chairman is Non-Executive Independent Director, while members are Non-Independent Directors. The Board of Directors of the Company at their meeting held on 11<sup>th</sup> August, 2014, changed of the name of the Committee from 'Shareholders' Grievance Committee' to ' Stakeholder's Grievance & Relationship Committee' in line with section 178 of the Companies Act, 2013 read with the provisions of the listing agreement.

During the year, 4 meetings were held on 30<sup>th</sup> May, 2013, 9<sup>th</sup> August, 2013, 29<sup>th</sup> October, 2013, & 14<sup>th</sup> February, 2014. The Company had received One complaint (towards Non-receipt of Duplicate Share Certificates, Non - receipt of Split Certificates, Pending Demat request etc.) from the Shareholders and the same has been resolved and no complaint was pending as on 31<sup>st</sup> March, 2014.

Mr. Mehul Vyas, Company Secretary is the Compliance Officer.

The equity shares of the Company are compulsorily traded in electronic form on the stock exchanges and hence the handling of physical transfer of shares is minimal. The Board has delegated powers for approving transfer and transmission of shares and issue of duplicate shares to Share Transfer Committee. The Share Transfer Committee met 24 times during the year. The Company has no transfers pending at the close of the financial year.

### **NOMINATION AND REMUNERATION COMMITTEE:**

The Remuneration Committee as a committee of the Board has been constituted mainly to determine and recommend to Board, the company's policies on remuneration packages for executive and non- executive directors. The Remuneration Committee comprises of 3 members, Mr. Nirav Desai as the Chairman of the Committee & Mr. Alok Vaidya and Mr. Dineshsingh Kshatriya as the Members. All members are Non-Executive Independent Directors. The Board of Directors of the Company at their meeting held on 11<sup>th</sup> August, 2014, have changed the name of the Committee from 'Remuneration

Committee' to 'Nomination and Remuneration Committee' and expanded the scope of the Committee by additional scope in line with section 178 of the Companies Act, 2013 read with the provisions of the listing agreement. All members are Non-Executive Independent Directors.

During the year, one committee meeting was held on 29<sup>th</sup> October, 2013 to renew the remuneration term of Mr. Ashish P. Patel, Managing Director of the Company for further period up to 31<sup>st</sup> December, 2015. No changes made in the current remuneration of Managing Director.

The remuneration committee of the Company reviews the remuneration of Managing/Executive Directors. The remuneration of Managing Director is approved by the Remuneration Committee based on criteria such as industries benchmark, Company's performance, and industry performance/track record of the Managing Personnel of the Company. Such remuneration decided by the Remuneration committee with consultation of the board as per the current financial position and soundness of the Company.

The Company has paid remuneration to its Managing Director by way of Salary, perquisites and allowances (Rs. 33,00,000/-), as per the approval given by the members in general meeting. Non- executive Directors have no transaction with the Company. The Company does not pay any sitting fees to any Director, for attending Board Meetings. The Company does not pay any severance fees.

**SUBSIDIARY COMPANY :**

The Company does not have any subsidiary Company.

**OTHER COMPLIANCES :**

The Company has no materially significant related party transactions with its promoters, the directors or the management or relatives etc. that may have potential conflicts with the interests of the Company at large.

For details about related parties transactions, see Notes on Accounts of the balance sheet of the Company.

There were no instances of non-compliance or Penalties, imposed on the Company by the Stock Exchange/(s) or any statutory authority, on any matter related to Capital Markets, during the last three years. However, in the year 2012-13, SEBI has imposed penalty of Rs.5 Lacs on the Company under SEBI (Prohibition of Insider Trading) Regulations, 1992. The Company has denied the judgment and appealed in Securities Appellate Tribunal (SAT). During the year 2013-14, the matter was considered by SAT and SAT has quashed the order of the SEBI and gave final judgment in favor of the Company. Due to this final order of SAT, the Company does not require to pay any financial penalty.

In preparation of the financial statements, the Company has followed the Accounting Standards issued by ICAI. The significant accounting policies which are consistently applied have been set out in the Notes to the Accounts.

Business risk evaluation and management is an ongoing process within the Organization. During the period under review, a detailed exercise on the Business Risk Management was carried out covering all aspects of business operations.

The Company has already appointed Mr. Ashish Patel, as CEO & Managing Director. Certification from him was placed as a part of good Corporate Governance practice in the Annual Accounts of FY 2013-14.

**GENERAL BODY MEETINGS :**

Details of the last three Annual General Meetings are as under :

AGM	Date	Time	Venue	No. of special Resolutions passed
17 <sup>th</sup> AGM	29 <sup>th</sup> September, 2011	09.30 a.m.	Regd. Office : 1st Floor, Chunibhai Chambers, B/h City Gold Cinema, Ashram Road, Ahmedabad - 380 009	1
18 <sup>th</sup> AGM	29 <sup>th</sup> September, 2012	09.30 a.m.	Regd. Office : 1st Floor, Chunibhai Chambers, B/h City Gold Cinema, Ashram Road, Ahmedabad - 380 009	0
19 <sup>th</sup> AGM	30 <sup>th</sup> September, 2013	09.30 a.m.	Regd. Office : 1st Floor, Chunibhai Chambers, B/h City Gold Cinema, Ashram Road, Ahmedabad - 380 009	0

In AGM held on 29th September, 2011, 1(one) special resolution was passed to re-appoint Mr. Ashish Patel as Managing Director of the Company, with the revision in remuneration terms.

During last three years, one Extra Ordinary General Meeting was held on 27th December, 2011, in which 1 (one) special resolution was passed for Consolidation of Shares from Rs.1/- per share to Rs.10/- per share and alteration in the Clause V of the Memorandum of Association of the Company.

All the special resolutions indicated above were passed by show of hands.

#### **POSTAL BALLOT :**

The Company has not passed any resolution through postal ballot during the year under reference. None of the resolutions proposed for the ensuing Annual General Meeting need to be passed through Postal Ballot.

#### **CEO CERTIFICATION :**

The Company is duly placing a certificate to the Board from the CEO & Managing Director in accordance with the provisions of Clause 49(V) of the Listing Agreement. The aforesaid certificate duly signed by the CEO & Managing Director in respect of the financial year ended 31st March, 2014 has been placed before the Board and given elsewhere in this Annual Report.

#### **MEANS OF COMMUNICATION :**

During the year, quarterly, half-yearly and annual financial results of the Company were submitted to the stock exchanges immediately after the conclusion of the Board meetings and were also published in any two newspapers namely, in Free Press Gujarat and Western Times (English) and Lok Mitra and Western Times (Gujarati).

The Company also informs by way of intimation to the stock exchanges all price sensitive matters or such other matters which in its opinion are material and of relevance to the shareholders and subsequently issues a Press Release on the said matters.

#### **SHAREHOLDERS' INFORMATION:**

**REGISTERED OFFICE** : 1st Floor, Chunibhai Chambers,  
B/h City Gold Cinema,  
Ashram Road,  
Ahmedabad - 380 009

#### **DATE, TIME, VENUE OF ANNUAL GENERAL MEETING**

The 20<sup>th</sup> Annual General Meeting of the members of the company is scheduled to be held on Tuesday, 30<sup>th</sup> September, 2014 at 9.30 A.M. at its Registered Office of the company at 1st Floor, Chunibhai Chambers, B/h City Gold Cinema, Ashram Road, Ahmedabad - 380 009. All the members are invited to attend the meeting.

The Members / Proxies who intend to attend the meeting are requested to bring the Attendance slip sent herewith duly filed in to the meeting.

#### **Financial calendar**

- Financial year 2013-14 ( April 1, 2013 to March 31, 2014)  
Results were/will be announced on
  - 9<sup>th</sup> August, 2013 - first quarter
  - 29<sup>th</sup> October 2013 - half year
  - 14<sup>th</sup> February, 2014 - third quarter
  - 30<sup>th</sup> May, 2014 - fourth quarter and annual (Audited)
  
- Financial year 2013-14 ( April 1, 2014 to March 31, 2015)  
Results will be announced on
  - Second week of August 2014 - first quarter
  - Last week of October 2014 - half year
  - Last week of January 2015 - third quarter
  - Last week of May 2015 - fourth quarter and annual (audited)

**Book closure:** Saturday, 27<sup>th</sup> September, 2014 to Tuesday, 30<sup>th</sup> September, 2014 (both days inclusive)

**Annual General Meeting:** Tuesday, the 30<sup>th</sup> September, 2014 at 9.30 A.M.

#### Details of Shares

Types of shares : Equity Shares  
 No. of paid up shares : 2,51,79,900  
 Market lot of shares : 1 share

#### STOCK CODE

Name of Stock Exchange	Code no.
Bombay Stock Exchange, Mumbai	531273

#### Listing

The Company's shares are listed and traded on the Stock Exchange at Mumbai. The Company has paid listing fees to Mumbai Stock Exchange for financial year 2014-2015.

**STOCK DATA :** Monthly share price data on BSE for the financial year 2013-14 is as under :

Month	High Rs.	Low Rs.	Average Rs.	Volume(No. of shares)
Apr-13	9.35	6.74	8.05	144622
May-13	13.49	9.75	11.62	508095
Jun-13	13.99	11.21	12.60	387327
Jul-13	14.32	12.50	13.41	366027
Aug-13	14.07	12.75	13.41	268700
Sep-13	14.90	12.53	13.72	184591
Oct-13	14.00	12.20	13.10	199236
Nov-13	14.90	10.73	12.82	205385
Dec-13	14.90	12.60	13.75	144591
Jan-14	14.50	11.20	12.85	190352
Feb-14	11.20	7.61	9.41	40983
Mar-14	10.45	6.85	8.65	207065

#### SHARES HELD IN PHYSICAL AND DEMATERIALIZED FORM:

The Company's shares are compulsorily traded in dematerialized mode. As on 31<sup>st</sup> March 2014, 97.27% shares were held in dematerialized form and balance 2.73% shares were held in physical form. Those shareholders whose shares are held in physical form are requested to dematerialized the same at the earliest in their own interest. The demat security code (ISIN) for the equity shares is INE986B01036

#### Distribution of Shareholding (as on March 31, 2014)

##### a. On the basis of Shares held

No. of Equity Shares Held (Range)	No. of Share Holders	Percentage to total Share Holders	Number of Shares Held	Percentage to Total Shares Held
Up to 500	18246	85.73	2477577	9.85
501 – 1000	1495	7.02	1196889	4.75
1001 - 2000	788	3.70	1175835	4.67
2001 - 3000	260	1.22	647845	2.57
3001 - 4000	112	0.53	402744	1.60
4001 - 5000	95	0.45	449194	1.78
5001 - 10000	154	0.72	1133376	4.50
Above 10000	133	0.63	17696440	70.28
<b>TOTAL</b>	<b>21283</b>	<b>100.00</b>	<b>25179900</b>	<b>100.00</b>

**b. On the basis of Category**

Sr.	Description	No. of members		No. of shares	
		Nos.	%	Nos.	%
<b>A</b>	<b>Promoters Holding</b> Directors & Relatives	7	0.03	7906495	31.40
<b>B</b>	<b>Non Promoter Holding</b>				
	Resident Individual (incl. HUF)	20922	98.31	16158247	64.17
	Non Resident Individual	69	0.33	184720	0.73
	Mutual Fund, Nationalized Bank etc.	9	0.04	59100	0.23
	Domestic Companies	275	1.29	871238	3.47
	Any other ( Trust & Foundation)	1	0.00	100	0.00
	<b>Total:</b>	<b>21283</b>	<b>100.00</b>	<b>25179900</b>	<b>100.00</b>

**SHARE TRANSFER SYSTEM:**

Applications for transfer of shares in physical form are processed by the Company's Registrar & Transfer Agent M/s. MCS Limited. The Share Transfer Committee constituted for transfer / transmission of shares, issue of duplicate shares and allied matters considers and approves the share transfer once in ten days, subject to transfer instrument being valid and complete in all respects.

The Company has obtained half yearly certificates from Company Secretary in Practice for compliance of share transfer formalities as per the requirement of Clause 47(c) of the Listing Agreement with Stock Exchange. The Company has also carried out quarterly Secretarial Audit for the reconciliation of Share Capital as required under SEBI circular no. 16 dated 31st December 2002.

**PAN REQUIREMENT FOR TRANSFER OF SHARES IN PHYSICAL FORM**

The Securities & Exchange Board of India (SEBI) has mandated the submission Permanent Account Number (PAN) for securities market transactions & off market/private transactions involving Transfer of Shares in Physical Form of Listed Companies. Therefore it shall be mandatory for the transferee(s) to furnish a copy of the PAN Card to the Company/ Registrar & Share Transfer Agents for Registration of such transfers. Members/Investors are therefore requested to make note of the same & submit their PAN Card copy to the Company/ Registrar & Share Transfer Agents.

**DETAILS OF DIVIDEND**

The Board of Directors has not recommended any dividend due to current year's losses.

**DETAILS OF UNPAID DIVIDEND**

As the Company has not paid any dividend, in past years and so there is no unpaid dividend amount.

**OUTSTANDING GDRS/ADRS/WARRANTS/ANY OTHER CONVERTIBLE INSTRUMENTS**

The Company does not have any outstanding instruments of the captioned type.

**NOMINATION FACILITY**

It is in the interest of the shareholders to appoint nominee for their investments in the Company. Those members who are holding shares in physical mode and has not appointed nominee or want to change the nomination, are requested to send us nomination form duly filed in and signed by all the joint holders.

**CHANGE IN SHAREHOLDERS DETAILS**

In case you are holding your shares in dematerialised form (e.g. in electronic mode), communication regarding change in address, bank account details, change in nomination, dematerialisation of your share certificates or other inquiries should be addressed to your DP where you have opened your Demat Account, quoting your client ID number. In case of physical holding of shares, any communication for change of any details should be addressed to our R&T agent of the company M/s. MCS Limited, as per address mentioned below.

## **INVESTORS COMMUNICATION**

Share Transfers / Dematerialisation or other queries relating to Shares of the Company should be addressed to :

**M/s. MCS Limited.**  
(Ahmedabad Branch)

**Unit : Radhe Developers (India) Limited**  
101, Shatdal Complex, Opp. Bata Show Room,  
Ashram Road, AHMEDABD-380009  
Ph. 079 – 26582878  
Fax : 079 – 26581296  
e-mail:mcsahmd@gmail.com, secretarial@radheinfra.com

### **DECLARATION UNDER CODE OF CONDUCT**

As required under Clause 49(I)(D) of the Listing Agreement, it is hereby affirmed that all the Board Members and Senior Management Personnel have complied with Code of Conduct of the Company. The Company has obtained confirmation for the compliance of Code of Conduct from the Board Members and Senior Management Personnel on an annual basis.

Place :Ahmedabad  
11<sup>th</sup> August, 2014

Sd/-  
**Ashish Patel**  
Managing Director

## CHIEF EXECUTIVE OFFICER (CEO) CERTIFICATION

I, Mr. Ashish Patel, Chief Executive Officer & Managing Director of Radhe Developers (India) Limited, to the best of our knowledge and belief, certify that:

1. I have reviewed the balance sheet and profit and Loss account, its schedule and notes to the accounts and cash flow statements for the year ended 31st March, 2014 and that to the best of my knowledge and belief:
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. these statement together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards , applicable laws and regulations.
2. I also certify that based on our knowledge and information provided to us, there are no transactions entered into by the Company during the year which are fraudulent , illegal or violate the company's code of conduct.
3. I accept the responsibilities for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps taken or propose to take to rectify these deficiencies.
4. I have indicated to the Auditors and the Audit Committee
  - a. significant change in internal control over financial reporting during the year.
  - b. significant changes in accounting policies during the year and that the same have been disclosed in notes to the financial statements; and
  - c. instances of significant fraud of which I have become aware and involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Ahmedabad  
11<sup>th</sup> August, 2014

Sd/-  
Ashish Patel  
Chief Executive officer &  
Managing Director

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### Auditors Certificate on Compliance with the condition of Corporate Governance under Clause 49 of the listing agreement.

Auditors Certificate on Compliance with the condition of Corporate Governance

To the members of the Radhe Developers (India) Limited

We have examined the compliance of corporate governance by Radhe Developers (India) Limited for the financial year ended on 31<sup>st</sup> March, 2014 stipulated in clause 49 of the listing agreement of the said company with the stock exchange of India.

The compliance of the conditions of corporate governance is the responsibility of the Company's Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in clause 49 of the listing agreement), issued by the Institute of Chartered Accountants of India and 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 explanation given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned listing agreement.

We 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.

Place: Ahmedabad  
Date: 11-08-2014

Sd/-  
Ramchandra Choudhary  
Partner  
Membership No. 043979



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Board of Directors of the company during the year have explored all the possibilities to develop the business so as to get the maximum returns to its shareholders. During the year the construction industry has witnessed further fall. Further due to Global slowdown, the revenue of the company was affected. However, the demand for infrastructure is increasing day by day. With the increase in expenditure for infrastructure sector the Company is hopeful that the construction industry will be highly beneficial. However, at the same time rise in input costs, like steel, cement, labour and other charges have gone up substantially which requires more capital for the operations of the Company. The Company expects that in near future the input costs will come down and thus it will be more profitable for the company.

### **Human Resources:**

The Company has good cordial relation with the employees of the company. The staff has the depth of experience and skills to handle company's activities. Skilled team of workers and other professionals ensure superior quality standards during every stage of work.

### **Internal Control:**

The company has an adequate internal control system by which company's resources are directed, monitored, and measured. The audit committee frequently meets to review the financial performance of the company.

### **Cautionary Statement:**

Statements in this report on Management Discussion and Analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the Company has business contacts and other factors such as litigation and industrial relations. The Company assumes no responsibility in respect of forward looking statements which may be amended or modified in future on the basis of subsequent developments, information of events.

# INDEPENDENT AUDITOR'S REPORT

To,  
The Members of  
**RADHE DEVELOPERS (INDIA) LIMITED**  
Ahmedabad

## Report on the Financial Statements

We have audited the accompanying financial statements of **RADHE DEVELOPERS (INDIA) LIMITED**, which comprise the Balance Sheet as on 31<sup>st</sup> March, 2014, the statement of Profit and Loss and Cash Flow Statement for the year ended and the summary of significant accounting policies and other explanatory information.

### Managements Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ('the Act'). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from a material misstatement, whether due to fraud and error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standard on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform to audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidences about the amount and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessments of the risks of the material misstatement of the financial statements, whether due to fraud and error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

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

- (i) In the case of the Balance Sheet, of the state of affairs of the company as at 31<sup>st</sup> March, 2014
- (ii) In the case of the Statement of Profit and loss, of the **loss** for the year ended on the date; and
- (iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ('the order'), as amended, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the *Annexure* a statement on the matters specified in the paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that :
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books;

- c. The balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956; and
- e. On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2014, and taken on record by the Board of Directors, none of the Directors are disqualified as on 31 March 2014, from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956

**For, R. CHOUDHARY & ASSOCIATES**

**Chartered Accountants**

**Sd/-**

**RAMCHANDRA CHOUDHARY**

**Partner**

**Membership No. 43979**

**Firm Reg. No. 101928W**

Place: Ahmedabad  
Date: 30.05.2014

## ANNEXURE TO THE INDEPENDENT AUDITORS REPORT

(Referred to in paragraph 3 of our Report of even date)

### 1. In respect of Fixed Assets:

- a. The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. Some of the fixed assets have been physically verified during the year by the management in accordance with a programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the company and nature of its business. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- c. The company has not disposed off substantial part of fixed assets during the year under audit and thus the going concern concept of the company has not been affected.

### 2. In respect of Inventory;

- a. The inventory of work in process has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable.
- b. In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.

### 3. In respect of loans, secured or unsecured, granted or taken by the company to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

- a. The Company has granted Interest Free loans to one party covered in the register maintained under section 301 of the Companies Act, 1956, the year-end balances is ₹ 3.10 Lacs and the maximum amount involved during the year was ₹ 42.03 Lacs.
- b. *The loans granted are interest free* and other terms and condition of such loans are, in our opinion are prima facie not prejudicial to the interest of the Company. The loans have been granted to meet the business requirements of the company. The company have recovered the Loan amount during the financial year only, with excessive balance of ₹ 3.10 Lacs
- c. The terms on which the principle and interest are repayable are not stipulated hence we are not in a position to comment on the same.
- d. There is no overdue amount more than ₹ 1 Lakh in respect of loans granted to the bodies corporate listed in the register maintained under section 301 of the Act.
- e. The company has taken interest free loans from related party during the year under review, the year-end balances of such loans taken aggregate of ₹ 36.97 Lacs and the maximum amount involved during the year was ₹ 112.63 Lacs
- f. The terms of repayments of principal amounts and interest thereon in respect of such loans are not stipulated hence we are not in a position to comment on the same.

### 4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in the internal controls system.

### 5. In respect of contracts or arrangements covered under section 301 of the Companies Act, 1956:

- a. Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements that needs to be entered into the register maintained under section 301 have been so entered.
- b. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the registers maintained under section 301 during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.

6. During the year under audit the company has accepted deposits from public, in our opinion and according to information and explanation given to us the provisions of section 58A and 58AA of the Companies Act, 1956 and other relevant provision have been complied with.
7. In our opinion, the company does not have any formal internal audit system.
8. According to the information and explanation provided to us, the company is not required to maintain cost records pursuant to the rules made by the Central Government for the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956.
9. In respect of Statutory Dues:
  - a. As per records of the company, the company is normally regular in depositing with appropriate authorities undisputed statutory dues including income tax, wealth tax, service tax and other statutory dues applicable to it.
  - b. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax and other statutory dues applicable to it.There is no any undisputed statutory due outstanding at the end of the financial year.
10. The company has accumulated losses at the end of the year. The company has incurred cash losses during the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
12. Based on our examination of documents and records and information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any special statute applicable to Chit Fund, Nidhi or Mutual benefit Fund/Societies are not applicable to the Company. Therefore, clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the company.
14. Based on our examination of documents and records and information and explanations given to us, the company is not dealing in or trading in shares, debentures and other securities. Accordingly, provisions of clause 4 (xiv) of the Companies (Auditors Report) Order, 2003 are not applicable
15. As per the information provided to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
16. To the best of our knowledge and belief and according to the information and explanations given to us, in our opinion, the company has not availed any term loan during the year.
17. According to the information and explanations given to us, and on an overall examinations of the balance sheet of the company, there are no funds raised on short term basis that have been used for long term basis.
18. The company has not made any preferential allotment of shares to the parties and companies/firms covered in the register maintained under section 301 of the Companies Act, 1956 which in our opinion are not prima facie prejudicial to the interest of the company.
19. During the year, the company has not issued any debentures.
20. During the year, the company has not raised any money by way of public issues.
21. To the best of our knowledge and belief and according to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year under audit.

**For, R. CHOUDHARY & ASSOCIATES**  
Chartered Accountants

**Sd/-**  
**RAMCHANDRA CHOUDHARY**  
Partner  
**Membership No. 43979**  
Firm Regn. No. 101928W

Place: Ahmedabad  
Date: 30-05-2014

# RADHE DEVELOPERS (INDIA) LIMITED

1ST FLOOR, CHUNIBHAI CHAMBERS, B/h. CITY GOLD CINEMA, ASHRAM ROAD, AHMEDABAD

## BALANCE SHEET AS AT 31ST MARCH 2014

	Note No.	31st March, 2014 Amount ₹	31st March, 2013 Amount ₹
<b>EQUITY AND LIABILITIES</b>			
<b>SHARE HOLDERS' FUND</b>			
Share Capital	2	251,799,000.00	251,799,000.00
Reserves and Surplus	3	70,063,359.32	78,433,785.19
<b>NON - CURRENT LIABILITIES</b>			
Long - Term Borrowings	4	13,388,944.00	11,873,686.00
Deferred Tax Laibilites (Net)	5	127,008.18	265,502.85
Other Long - Term Liabilites	6	298,761,668.00	241,970,471.47
Long - Term Provisions	7	26,055,355.00	26,055,355.00
<b>CURRENT LIABILITIES</b>			
Short Term Borrowings	8	9,697,273.00	-
Trade Payables	9	11,996,260.47	4,701,127.00
Other Current Liabilities	10	11,867,696.69	4,100,569.00
Short Term Provisions	11	39,771.00	75,924.00
<b>TOTAL</b>		<b>693,796,335.66</b>	<b>619,275,420.51</b>
<b>ASSETS</b>			
<b>NON - CURRENT ASSETS</b>			
Fixed Assets	12		
Tangible Assets		12,269,118.70	13,666,775.46
Capital Work - in - Progress		4,101,608.75	4,089,210.75
Non - Current Investments	13	751,651.80	50,000.00
Deferred Tax Assets (Net)		-	-
Long - Term Loans and Advances	14	454,797,030.84	478,653,875.15
Other Non - Current Assets	15	218,000.00	218,000.00
<b>CURRENT ASSETS</b>			
Current Investments	16	-	701,651.80
Inventories	17	210,216,341.00	106,151,404.00
Trade Receivables	18	9,292,935.00	7,270,073.00
Cash and Bank Balances	19	2,127,934.57	7,275,775.82
Short - Term Loans and Advances	20	-	1,186,079.53
Other Current Assets	21	21,715.00	12,575.00
<b>TOTAL</b>		<b>693,796,335.66</b>	<b>619,275,420.51</b>

The notes are integral part of these Financial Statements  
This is the Blance Sheet referred to in our report of even date  
**For, R. CHOUDHARY & ASSOCIATES**  
Chartered Accountants

**Sd/-**  
**RAMCHANDRA CHOUDHARY**  
Partner  
Mem. No. 043979  
Firm Regn. No. 101928W  
Date : 30-05-2014  
Place: Ahmedabad

**For, RADHE DEVELOPERS (INDIA) LTD**

**Sd/-**  
**MR. ASHISH PATEL**  
Managing Director

**Sd/-**  
**MR. PRAFUL PATEL**  
Chairman

**Sd/-**  
**Mehul Vyas**  
Company Secretary

# RADHE DEVELOPERS (INDIA) LIMITED

1ST FLOOR, CHUNIBHAI CHAMBERS, B/h. CITY GOLD CINEMA, ASHRAM ROAD, AHMEDABAD

## Statement of Profit and Loss for the year ended 31st March, 2014

	Note No.	31st March, 2014 Amount ₹	31st March, 2013 Amount ₹
<b>REVENUE</b>			
Revenue from operations (Net)	22	1,470,000.00	3,479,000.00
Other Income	23	175,875.00	265,735.00
<b>TOTAL INCOME</b>		<b>1,645,875.00</b>	<b>3,744,735.00</b>
<b>EXPENSES</b>			
Development Expenses (Direct)	24	101,586,522.00	18,606,528.00
Purchase of Stock - in - trade			
Change in inventories of Finished Goods, Stock in Process and Stock in Trade	25	(104,064,937.00)	(21,080,878.00)
Employees benefits expenses	26	1,611,362.00	1,576,732.00
Finance Costs	27	1,962,589.78	2,673,025.45
Depreciation and Amortisation Expenses	12	1,558,096.76	1,123,405.59
Operational and Other Expenses	28	6,978,503.00	8,432,058.22
<b>TOTAL EXPENSES</b>		<b>9,632,136.54</b>	<b>11,330,871.26</b>
<b>LOSS BEFORE EXTR-ORDINARY ITEMS &amp; TAXES</b>		<b>(7,986,261.54)</b>	<b>(7,586,136.26)</b>
<b>EXTRA ORDINARY ITEMS</b>			
Add: Prior Period Income		505,620.00	-
Less: Prior Period Expenditure		(1,028,279.00)	-
<b>Net Extra Ordinary Items</b>		<b>(522,659.00)</b>	<b>-</b>
<b>PROFIT BEFORE TAXATION</b>		<b>(8,508,920.54)</b>	<b>(7,586,136.26)</b>
Tax Expenses			
- Current Tax Expenses		-	-
- Deferred Tax Credit		(138,494.67)	(104,777.97)
- Excess (Short) Provision of Tax relating to Earlier Years		-	-
- MAT Credit Entitlements		-	-
<b>NET PROFIT FOR THE YEAR</b>		<b>(8,370,425.87)</b>	<b>(7,481,358.29)</b>
<b>BASIC EARNING PER SHARE (Nominal Value of ₹ 10 Per Share) (Previous Year Nominal Value of ₹ 10/- Per Share)</b>		<b>(0.33)</b>	<b>(0.30)</b>
<b>DILUTED EARNING PER SHARE (Nominal Value of ₹ 10 Per Share) (Previous Year Nominal Value of ₹ 10/- Per Share)</b>		<b>(0.33)</b>	<b>(0.30)</b>

The notes are integral part of these Financial Statements  
This is the Statement of Profit & Loss referred to in our  
report of even date

**For, R. CHOUDHARY & ASSOCIATES**  
Chartered Accountants

**Sd/-**  
**RAMCHANDRA CHOUDHARY**  
Partner  
Mem. No. 043979  
Firm Regn. No. 101928W  
Date : 30-05-2014  
Place: Ahmedabad

**For, RADHE DEVELOPERS (INDIA) LTD**

**Sd/-**  
**MR. ASHISH PATEL**  
Managing Director

**Sd/-**  
**MR. PRAFUL PATEL**  
Chairman

**Sd/-**  
**Mehul Vyas**  
Company Secretary

# RADHE DEVELOPERS (INDIA) LIMITED

1ST FLOOR, CHUNIBHAI CHAMBERS, B/h. CITY GOLD CINEMA, ASHRAM ROAD, AHMEDABAD

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2014

SR. NO.	PARTICULARS	AMOUNT (₹) 2013-2014	Amount ₹ 2012-2013
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
	Net Profit before taxes and extra ordinary items	(8370425.87)	(7481358.29)
	Adjustments For:		
	Depreciation	1558096.76	1123405.59
	Deferred Tax Liability	(138494.67)	(104777.97)
	Profit on Sale of Fixed Assets	Nil	Nil
	Loss on Sale of Fixed Assets	Nil	Nil
	<b>Operating Profit before working capital changes</b>	<b>(6950823.78)</b>	<b>(6462730.67)</b>
	Adjustments For:		
	Increase/Decrease in Inventory	(104064937.00)	(21080878.00)
	Increase/Decrease in Trade and other Receivables	(2022862.00)	(3013635.50)
	Increase/Decrease in Loans and Advances	25042923.84	41214383.17
	Increase / Decrease in other Current Assets	(9140.00)	(12211.00)
	Increase/Decrease in Other Current Liabilities	7730974.69	(102721.61)
	Increase/Decrease in Trade Payables	7295133.47	(1538893.81)
	<b>(66027907.00)</b>	<b>15466043.25</b>	
Direct Taxes Paid / Refund	Nil	(394700.00)	
	<b>(72978730.78)</b>	<b>8608612.58</b>	
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
	(Purchase) / Sale of Investments	Nil	Nil
	(Purchase) / Sale of Fixed Assets	(172838.00)	(6086782.50)
	<b>(172838.00)</b>	<b>(6086782.50)</b>	
<b>C</b>	<b>CASH FLOW FROM FINANCIAL ACTIVITIES:</b>		
	Proceed from Warrents application money	Nil	Nil
	Decrease in Term Borrowings	Nil	Nil
	Increase in Term Borrowing	68003727.53	2062847.62
	<b>NET CASH FROM FINANCIAL ACTIVITIES:</b>	<b>68003727.53</b>	<b>2062847.62</b>
	<b>(5147841.25)</b>	<b>4584677.70</b>	
	(5147841.25)	4584677.70	
	7275775.82	2691098.12	
	2127934.57	7275775.82	

As per our report of even date  
**For, R. CHOUDHARY & ASSOCIATES**  
 Chartered Accountants

**Sd/-**  
**RAMCHANDRA CHOUDHARY**  
 Partner  
 Mem. No. 043979  
 Firm Regn. No. 101928W  
 Date : 30-05-2014  
 Place: Ahmedabad

**For, RADHE DEVELOPERS (INDIA) LTD**

**Sd/-**  
**MR. ASHISH PATEL**  
 Managing Director

**Sd/-**  
**MR. PRAFUL PATEL**  
 Chairman

**Sd/-**  
**Mehul Vyas**  
 Company Secretary



## **RADHE DEVELOPERS (INDIA) LIMITED**

Reg.Off: 1st Floor, Chunibhai Chambers, B/h. City Gold Cinema, Ashram Road, Ahmedabad.

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### **Note – 1 SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS**

#### **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES FOLLOWED BY THE COMPANY:**

##### **BASIS OF ACCOUNTING:**

The financial statements are prepared under the historical cost convention on accrual basis in accordance with the generally accepted accounting principles and accounting standards issued by The Institute of Chartered Accountants of India and the provisions of the companies act –1956.

All the assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in the Revised Schedule – VI to the Companies Act, 1956. Based on the nature of project and the time between the acquisition of assets for development and their realization in cash and cash equivalent. The company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

##### **A. SYSTEM OF ACCOUNTING**

- i) The company follows the mercantile system of accounting and recognizes its income and expenditure on an accrual basis except in case of significant uncertainties.
- ii) Financial Statements are prepared under the Historical cost convention. These costs are not adjusted to reflect the impact of changing value in the purchasing power on money.
- iii) Estimates and Assumptions used in the preparation of the Financial Statements and disclosures are based upon management's evaluation of the relevant facts and circumstances as of the date of financial statements, which may differ from actual results at a subsequent date.

##### **B. REVENUE RECOGNITION:**

Revenue from property development activity is not recognized based on percentage of completion method, determine by applying the cost plus contracts in which contractor is reimbursed for allowable or defined cost plus percentage of these cost or a fixed fee. The revenue is recognised as and when the sale deed is executed in favour of purchaser. The development work done on behalf of the owner is directly debited to the owner and development charges are credited as contract receipts to profit and loss account. No charges are receivable during the year in respect of assignment where no work has been done during the year.

##### **C. FIXED ASSETS AND DEPRECIATION:**

Fixed Assets are stated at cost less depreciation. Depreciation is provided under Straight Line Method and at the rates specified in Schedule IVX of the Companies Act-1956.

##### **D. INVESTMENTS:**

Investments are stated at cost.

##### **E. TAX ON INCOME:**

Current tax is the amount of tax payable on the taxable for the year as determined in accordance with the provision of income tax act 1961. Deferred tax is recognized, 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 in respect of unabsorbed depreciation and carried forward of losses are recognized if, in the opinion of the management, there is virtual certainty that there will be sufficient future income available to realize such losses.

##### **F. DEFERRED REVENUE EXPENDITURE:**

Preliminary and public issue expenses are amortized over a period of ten year.

##### **G. INVENTORY VALUATION:**

The Valuation of Work in Progress of various projects has been determined based on the Cost Incurred till the balance sheet date.

##### **H. BORROWING COST:**

Interest and other borrowing costs on specific borrowings, attributable to qualifying assets, are capitalized as part of cost of assets all other borrowing costs are charged to revenue.

# RADHE DEVELOPERS (INDIA) LIMITED

## Notes On Financial Statements

	31st March, 2014 Amount ₹	31st March, 2013 Amount ₹
<b>2) SHARE CAPITAL</b>		
3,10,00,000 Equity Shares of ₹10 each (March 31, 2013 : 3,10,00,000 Equity Shares of ₹10 each)	310,000,000.00	310,000,000.00
<b>Issued, Subscribed and Fully paid-up</b>		
2,51,79,900 Equity Shares of ₹10 each (March 31, 2013 : 2,51,79,900 Equity Shares of ₹10 each)	251,799,000.00	251,799,000.00
	251799000.00	251799000.00
a) During the Financial year 2011-12 the face value of share has been increased From ₹1/- Per Share to ₹10 Per Share		
b) Details of Share Holding more than 5% shares in the company		
	<b>31st March, 2014</b>	<b>31st March, 2013</b>
	<b>No of Shares</b>	<b>% of Holding</b>
	<b>No of Shares</b>	<b>% of Holding</b>
Jahnvi A Patel	5510714	21.89%
Ashish P. Patel	2350732	9.34%
Udaybhai D Bhatt	2100000	8.34%
	2100000	8.34%
<b>3) RESERVES &amp; SURPLUS</b>		
	<b>31st March, 2014</b>	<b>31st March, 2013</b>
	<b>Amount ₹</b>	<b>Amount ₹</b>
(a) Capital Reserve	-	-
(b) Securities Premium	120,000,000.00	120,000,000.00
(c) Revaluation Reserves	-	-
(d) General Reserves		
(i) Opening Balance	2,500,000.00	2,500,000.00
(ii) (Deduction) / Additions during the year	-	-
	2,500,000.00	2,500,000.00
(e) Surplus in statement of profit and loss		
(i) Opening Balance	(44,066,214.81)	(36,584,856.52)
(ii) Add: Profit for the year	(8,370,425.87)	(7,481,358.29)
	(52,436,640.68)	(44,066,214.81)
(iii) Less: Appropriations	-	-
	(52,436,640.68)	(44,066,214.81)
	<b>70,063,359.32</b>	<b>78,433,785.19</b>
<b>4) LONG TERM BORROWINGS</b>		
	<b>31st March, 2014</b>	<b>31st March, 2013</b>
	<b>Amount ₹</b>	<b>Amount ₹</b>
(a) Secured Loans		
Car Loan	-	-
(b) Unsecured Loans		
Inter Corporate Loans	1,408,686.00	1,408,686.00
(c) Public Deposits (Maturing after a period of One Year)	11,980,258.00	10,465,000.00
	13,388,944.00	11,873,686.00
<b>5) DEFERRED TAX LIABILITIES (NET)</b>		
<b>Deferred Tax Liabilities</b>		
Difference between book and tax depreciation	127,008.18	265,502.85
	<b>127,008.18</b>	<b>265,502.85</b>

# RADHE DEVELOPERS (INDIA) LIMITED

## Notes On Financial Statements

	31st March, 2014 Amount ₹	31st March, 2013 Amount ₹
<b>6) OTHER LONG-TERM LIABILITIES</b>		
(a) Booking Deposits from Members		
Ghantakarn Market Booking	21,000.00	21,000.00
Radhe Acres Members Booking	59,828,213.00	62,270,630.00
Radhe Bungalows Booking	210,000.00	210,000.00
Tirthdham Members Booking	15,223,151.00	22,690,651.00
Radhe Serene Member Booking	6,343,690.00	6,771,000.00
Radhe Acre Development (New) Members Collection	143,892,018.00	141,085,500.00
Rediance Residency (Commercial) Member Booking	1,765,191.00	-
Rediance Residency (Residential) Member Booking	5,542,410.00	-
(b) Trade & Other Payables	-	4,074,526.47
(c) Payable for purchase of land	49,450,000.00	-
(d) Advance Received for Residential Schemes		
Ganga (Bodakdev) Co. Op. Housing Soc. Ltd	6,657,907.50	-
Sutirth Co.Op. Housing Soc. Ltd	4,966,014.50	-
(e) Others		
Sandesh Co Op Housing Soc Ltd	4,810,492.00	4,810,492.00
Security Deposit	51,581.00	36,672.00
	<b>298,761,668.00</b>	<b>241,970,471.47</b>
<b>7) LONG - TERM PROVISIONS</b>		
	31st March, 2014 Amount ₹	31st March, 2013 Amount ₹
(a) Provision for Employee Benefits	-	-
(b) Provision for Taxes	26,055,355.00	26,055,355.00
	<b>26,055,355.00</b>	<b>26,055,355.00</b>
<b>8) SHORT TERM BORROWINGS</b>		
	31st March, 2014 Amount ₹	31st March, 2013 Amount ₹
<b>Unsecured Loans</b>		
From Directors		
Ashish P. Patel	3,697,273.00	-
From Others		
Inter Corporate Loan	6,000,000.00	-
	<b>9,697,273.00</b>	-
<b>9) TRADE PAYABLES</b>		
	31st March, 2014 Amount ₹	31st March, 2013 Amount ₹
Total outstanding dues for Micro and Small Enrerpries	-	-
Total outstanding dues of creditors other than Micro and Small Enrerpries	11,996,260.47	4,701,127.00
	<b>11,996,260.47</b>	<b>4,701,127.00</b>

# RADHE DEVELOPERS (INDIA) LIMITED

## Notes On Financial Statements

	31st March, 2014 Amount ₹	31st March, 2013 Amount ₹
<b>10) OTHER CURRENT LIABILITIES</b>		
Current Maturity of Long Term Debt		
Public Deposits (Maturing withing a period of One year)	5,705,000.00	2,946,000.00
Interest Acrued but not due for payments	1,362,872.00	658,846.00
Interest Acrued and due for payments	197.00	2,212.00
Payment due for Employees	312,684.00	293,443.00
Other Payables for:		
Capital Goods	-	-
Statutory Liabilities	4,116,223.00	200,068.00
Others	370,720.69	-
	<b>11,867,696.69</b>	<b>4,100,569.00</b>
* Car Loan amount shows the Principle Payable within a period of 1 Financial Year		
	<b>31st March, 2014 Amount ₹</b>	<b>31st March, 2013 Amount ₹</b>
<b>11) SHORT-TERM PROVISIONS</b>		
Provisions for Expenses	39,771.00	75,924.00
Provision for Current Tax	-	-
Proposed Equity Dividend	-	-
Dividend Distribution Tax	-	-
	<b>39,771.00</b>	<b>75,924.00</b>
<b>13) NON-CURRENT INVESTMENTS</b>		
	<b>31st March, 2014 Amount ₹</b>	<b>31st March, 2013 Amount ₹</b>
No. of Shares Face Value		
1) In fully paid up Equity Shares - Quoted 5000 Equity Shares of Alps Infosys Ltd ofRs. 10 each fully paid up	50,000.00	50,000.00
2) GOI Bond (10.25% - Maturinng in 2021)	247,893.33	-
GOI Bond (8.26% - Maturinng in 2027)	252,288.47	-
GOI Bond (8.28% - Maturinng in 2032)	201,470.00	-
Aggregate Market Value of Quoted Investments (Not Available)	-	-
	<b>751,651.80</b>	<b>50,000.00</b>
<b>14) LONG-TERM LOANS AND ADVANCES</b> (Unsecured, Considered Good)		

# RADHE DEVELOPERS (INDIA) LIMITED

1ST FLOOR, CHUNIBHAICHAMBERS, ASHRAM ROAD, AHMEDABAD

SR. NO.		PARTICULARS	RATE	GROSS BLOCK			DEPRECIATION			NET BLOCK 31-Mar-14	NET BLOCK 31-Mar-13	
				BALANCE AS ON 1-Apr-13	ADDITION DURING THE YEAR	DEDUCTION DURING THE YEAR	BALANCE AS ON 31-Mar-14	ADDITION DURING THE YEAR	DEDUCTION DURING THE YEAR			BALANCE AS ON 31-Mar-14
1		Air Conditioner	4.75%	1353999.00	142140.00	Nil	1496139.00	822927.10	67330.07	Nil	890257.17	531071.90
2		Office Assets	4.75%	188955.00	Nil	Nil	188955.00	161649.44	8975.36	Nil	170624.80	27305.56
3		D.G. Set	4.75%	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4		Aquaguard	4.75%	23350.00	7500.00	Nil	30850.00	14508.52	1265.29	Nil	15773.81	8841.48
5		Office Equipments	4.75%	104490.00	Nil	Nil	104490.00	85698.11	4963.28	Nil	90661.39	18791.89
6		Pagers	4.75%	230280.00	Nil	Nil	230280.00	195331.20	10938.30	Nil	206269.50	34948.80
7		Material Lift	4.75%	90415.00	Nil	Nil	90415.00	71030.84	4294.71	Nil	75325.55	19384.16
8		Weiging Machine	4.75%	20682.87	Nil	Nil	20682.87	16175.76	982.44	Nil	17158.20	4507.11
9		Paper Cutter	4.75%	14790.00	Nil	Nil	14790.00	12191.11	702.53	Nil	12893.64	2598.89
10		Pump Set	4.75%	102027.00	Nil	Nil	102027.00	79654.12	4846.28	Nil	84500.40	22372.88
11		Stabiliser	4.75%	4000.00	Nil	Nil	4000.00	3418.00	190.00	Nil	3608.00	582.00
12		Telephone System	4.75%	164829.00	Nil	Nil	164829.00	25255.76	7829.38	Nil	33085.14	139573.24
13		Cellular Phones	4.75%	238084.00	Nil	Nil	238084.00	139859.23	11308.99	Nil	151168.22	98224.77
14		Water Tank	4.75%	105667.75	Nil	Nil	105667.75	89170.80	5019.22	Nil	94190.02	16496.95
15		Water Tank Trolley	4.75%	84375.00	Nil	Nil	84375.00	22466.62	4007.81	Nil	26474.43	61908.38
16		Zerox Machine	4.75%	119240.00	Nil	Nil	119240.00	102029.60	5663.90	Nil	107693.50	17210.40
17		Refrigrator	4.75%	6150.00	10800.00	Nil	16950.00	3434.51	292.13	Nil	3726.64	2715.49
18		Fan Account	4.75%	16305.00	Nil	Nil	16305.00	5772.77	774.49	Nil	6547.26	10532.23
19		Attendance System	4.75%	19550.00	Nil	Nil	19550.00	2926.26	928.63	Nil	3854.89	16623.74
20		Vending Machine	4.75%	18900.00	Nil	Nil	18900.00	2826.50	897.75	Nil	3724.25	16073.50
21		Water Cooler	4.75%	7001.00	Nil	Nil	7001.00	1042.10	332.55	Nil	1374.65	5958.90
22		CC TV Camera	4.75%	22628.00	Nil	Nil	22628.00	650.79	1074.83	Nil	1725.62	21977.21
23		Computers (NEW)	16.21%	366425.00	Nil	Nil	366425.00	186370.98	59397.49	Nil	245768.47	180054.02
24		Computers	16.21%	524575.00	Nil	Nil	524575.00	524575.00	Nil	Nil	524575.00	Nil
25		Scooters	9.50%	24038.00	Nil	Nil	24038.00	24038.00	Nil	Nil	24038.00	Nil
26		Motor Cars - 641	9.50%	250000.00	Nil	Nil	250000.00	238580.00	11420.00	Nil	250000.00	11420.00
27		Motor Cars - Verna	9.50%	950745.00	Nil	Nil	950745.00	444180.56	90320.78	Nil	534501.34	506564.44
28		Mercedese	9.50%	4640065.00	Nil	Nil	4640065.00	661451.14	440806.18	Nil	1102257.32	3978613.86
29		Honda City - 5545 (NEW)	9.50%	1064877.00	Nil	Nil	1064877.00	318832.64	101163.32	Nil	419995.96	746044.36
30		Toyota Car - 5545	9.50%	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
31		Motor Car - Honda City	9.50%	1165000.00	Nil	Nil	1165000.00	19709.25	110675.00	Nil	130384.25	1145290.75
32		Mercedese Benz - 9339	9.50%	3976270.00	Nil	Nil	3976270.00	62095.18	377745.65	Nil	439840.83	3914174.82
33		Toyota Ertos Liva Car - 2269	9.50%	720551.00	Nil	Nil	720551.00	33194.70	68452.35	Nil	101647.05	687356.30
34		Furniture and Fixtures - Swagat	6.33%	4135452.15	Nil	Nil	4135452.15	4135452.15	Nil	Nil	4135452.15	Nil
35		Chairs	4.75%	92173.00	Nil	Nil	92173.00	13062.44	4378.22	Nil	17440.66	79110.56
36		Furniture and Fixtures - C.C.	6.33%	2387359.11	Nil	Nil	2387359.11	1046912.24	151119.83	Nil	1198032.07	1340446.87
		<b>TOTAL</b>		<b>23233248.88</b>	<b>160440.00</b>	<b>Nil</b>	<b>23393688.88</b>	<b>9566473.42</b>	<b>1558096.76</b>	<b>Nil</b>	<b>11124570.14</b>	<b>13666775.46</b>
37		Work in Progress		4089210.75	12398.00	Nil	4101608.75	Nil	Nil	Nil	Nil	4101608.75
		<b>TOTAL</b>		<b>27322459.63</b>	<b>172838.00</b>	<b>Nil</b>	<b>27495297.63</b>	<b>9566473.42</b>	<b>1558096.76</b>	<b>Nil</b>	<b>11124570.14</b>	<b>16370727.45</b>

# RADHE DEVELOPERS (INDIA) LIMITED

## Notes On Financial Statements

	31st March, 2014 Amount ₹	31st March, 2013 Amount ₹
Advance Payments of Taxes	45,368,123.49	44,187,185.49
Advances for Capital Goods	1,805,924.00	1,805,924.00
Advances for Expenditures	3,937,439.35	3,765,977.35
Loans & Advances to Employees	134,800.00	182,800.00
Loans & Advances to Related Parties	-	385,596.31
Advances For Land for Projects	128,656,930.00	130,090,500.00
Advances For Schemes for Ongoing and Proposed Projects	75,205,441.00	67,705,619.00
Other Loans & Advances		
Inter Corporate Loans	68,466,457.00	86,478,357.00
Other Parties	131,221,916.00	144,051,916.00
	<b>454,797,030.84</b>	<b>478,653,875.15</b>
<b>15) OTHER NON-CURRENT ASSETS</b>		
	31st March, 2014 Amount ₹	31st March, 2013 Amount ₹
Interest Receivables	-	-
Long Term Bank Deposits	-	-
Other Non-current Assets	-	-
Electricity Deposits	218,000.00	218,000.00
	<b>218,000.00</b>	<b>218,000.00</b>
	31st March, 2014 Amount ₹	31st March, 2013 Amount ₹
<b>16) CURRENT INVESTMENTS</b>		
Investment in Mutual Funds	-	-
Investment in Bonds (Quoted)	-	-
Investment in Debentures & Bonds (Unquoted)		
8.28% GOI Bonds (Maturing in 2032)	-	201,470.00
8.26% GOI Bonds (Maturing in 2027)	-	252,288.47
10.25% GOI Bonds (Maturing in 2021)	-	247,893.33
	-	<b>701,651.80</b>
Book Value of unquoted Investments		
	31st March, 2014 Amount ₹	31st March, 2013 Amount ₹
<b>17) INVENTORIES</b>		
Raw Materials	-	-
<b>Stock in process</b>	-	-
Jaspur Site - WIP	458,608.00	-
Radhe Acre (New) - WIP	87,742,426.00	84,250,770.00
Radhe Rediance -WIP	99,237,097.00	-
Radhe Serene - WIP	22,778,210.00	21,900,634.00
Finished Goods	-	-
Stores, Spares and Packing Material	-	-
	<b>210,216,341.00</b>	<b>106,151,404.00</b>

# RADHE DEVELOPERS (INDIA) LIMITED

## Notes On Financial Statements

	31st March, 2014 Amount ₹	31st March, 2013 Amount ₹
<b>18) TRADE RECEIVABLES</b>		
Over Six Months from the date they were due for payment		
Considered Good	8,126,935.00	6,095,073.00
Considered Doubtful	-	-
Others		
Considered Good	1,166,000.00	1,175,000.00
Considered Doubtful	-	-
	<b>9,292,935.00</b>	<b>7,270,073.00</b>
<b>19) CASH AND BANK BALANCES</b>		
	<b>31st March, 2014 Amount ₹</b>	<b>31st March, 2013 Amount ₹</b>
Cash and Cash Equivalants		
Cash on Hand	2,557,218.05	6,301,933.05
Cheques on Hand	-	-
Bank Balances		
In Current Accounts	(429,283.48)	973,842.77
In Deposit Account Maturing within 3 Months	-	-
	<b>2,127,934.57</b>	<b>7,275,775.82</b>
<b>20) SHORT-TERM LOANS AND ADVANCES</b>		
(Unsecured, considered good)		
	<b>31st March, 2014 Amount ₹</b>	<b>31st March, 2013 Amount ₹</b>
Loans & Advances to Employees	-	-
Advances for Expenses	-	-
TDS Receivables	-	1,180,938.00
Advances to Suppliers	-	-
Other Advances Recoverable in cash or kind	-	5,141.53
	-	<b>1,186,079.53</b>
<b>21) OTHER CURRENT ASSETS</b>		
	<b>31st March, 2014 Amount ₹</b>	<b>31st March, 2013 Amount ₹</b>
Interest Receivables	21,715.00	12,575.00
	<b>21,715.00</b>	<b>12,575.00</b>
<b>22) REVENUES FROM OPERATIONS</b>		
	<b>31st March, 2014 Amount ₹</b>	<b>31st March, 2013 Amount ₹</b>
Construction Revenue	1,470,000.00	3,479,000.00
Other Operating Revenue		
Others (Commission Income)	-	-
	<b>1,470,000.00</b>	<b>3,479,000.00</b>

# RADHE DEVELOPERS (INDIA) LIMITED

## Notes On Financial Statements

	31st March, 2014 Amount ₹	31st March, 2013 Amount ₹
<b>23) OTHER INCOME</b>		
Interest Income		
On Loans and Advances Given	-	-
On Bank Fixed Deposits	22,079.00	-
On Investments	45,796.00	58,735.00
Rent Received	108,000.00	107,000.00
Royalty Income	-	100,000.00
Prior Period Items	-	-
Miscellaneous Income	-	-
	<b>175,875.00</b>	<b>265,735.00</b>
<b>24) Cost of Material Consumed</b>		
	<b>31st March, 2014 Amount ₹</b>	<b>31st March, 2013 Amount ₹</b>
<b>Development Expenses</b>		
Radhe Acre Land (New)	-	-
Material Purchases	69,439,136.00	9,132,040.00
Labour Charges	4,641,505.00	5,401,412.00
Carting Expenses	510,913.00	935,636.00
Site Expenses	26,688,455.00	3,137,440.00
Legal Charges	306,513.00	-
<b>Total</b>	<b>101,586,522.00</b>	<b>18,606,528.00</b>
<b>25) CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK IN PROCESS AND STOCK IN TRADE</b>		
	<b>31st March, 2014 Amount ₹</b>	<b>31st March, 2013 Amount ₹</b>
Closing Stock		
Finished Goods	-	-
Stock-in-process	210,216,341.00	106,151,404.00
	210,216,341.00	106,151,404.00
Less: <b>Opening Stock</b>		
Finished Goods	-	-
Stock-in-process	106,151,404.00	85,070,526.00
	106,151,404.00	85,070,526.00
Increase/Decrease in Stock	<b>104,064,937.00</b>	<b>21,080,878.00</b>
<b>26) EMPLOYEE BENEFITS EXPENSES</b>		
	<b>31st March, 2014 Amount ₹</b>	<b>31st March, 2013 Amount ₹</b>
Salaries, Wages and Bonus	1,483,633.00	1,462,555.00
Contribution to Provident and Other Funds	88,920.00	114,177.00
Workers and Staff Welfare Expenses	38,809.00	-
	<b>1,611,362.00</b>	<b>1,576,732.00</b>



# RADHE DEVELOPERS (INDIA) LIMITED

## Notes On Financial Statements

	31st March, 2014 Amount ₹	31st March, 2013 Amount ₹
<b>27) FINANCE COST</b>		
Interest Expenses	1,952,912.00	2,550,308.53
Bank & Other Financial Charges	9,677.78	122,716.92
	<b>1,962,589.78</b>	<b>2,673,025.45</b>
<b>28) OPERATION AND OTHER EXPENSES</b>		
	<b>31st March, 2014 Amount ₹</b>	<b>31st March, 2013 Amount ₹</b>
Repairs & Maintenance		
To Plant & Machineris & Others	45,347.00	124,267.00
Rent		
Rates & Taxes	152,239.00	154,985.00
Insurance	106,702.00	52,323.70
Advertisement Expenses	110,166.00	127,616.00
Directors Remuneration	3,300,000.00	3,300,000.00
Commission	207,250.00	128,344.00
Electricity Expenses	308,150.00	340,052.00
Listing, Delisting and Custodial Expenses	260,801.00	273,232.00
Office Expenses	45,042.00	52,800.00
Telephone & Mobile Expenses	69,019.00	80,143.00
Conveyance Expenses	9,780.00	7,500.00
Stationery & Printing Expenses	236,100.00	232,715.00
Legal Fees & Penalties	57,017.00	15,740.00
Professional Fees	1,101,295.00	2,856,197.00
Tours & Travelling Expenses	38,591.00	193,514.00
Security Contract Exps	597,714.00	473,665.00
Share Consolidation Charges	-	-
Donation Expenses	5,000.00	(75,000.00)
Postage & Telegram Expenses	173,626.00	46,628.00
Payment to Auditors		
For Statutory Audit	19,101.00	16,854.00
For Tax Audit	11,236.00	11,236.00
For Other Services	-	-
Reimbursement of Expene	5,760.00	11,382.00
Miscellaneous Expenses	118,567.00	7,864.52
	<b>6,978,503.00</b>	<b>8,432,058.22</b>

The notes are integral part of these Financial Statements  
This is the Notes to in referred to in our report of even date  
**For, R. CHOUDHARY & ASSOCIATES**  
Chartered Accountants

**Sd/-**  
**RAMCHANDRA CHOUDHARY**  
Partner  
Mem. No. 043979  
Firm Regn. No. 101928W  
Date : 30-05-2014  
Place: Ahmedabad

**For, RADHE DEVELOPERS (INDIA) LTD**

**Sd/-**  
**MR. ASHISH PATEL**  
Managing Director

**Sd/-**  
**MR. PRAFUL PATEL**  
Chairman

**Sd/-**  
**Mehul Vyas**  
Company Secretary

29) **NOTES TO ACCOUNTS:**

- 1 Previous years figures have been regrouped and rearranged wherever required necessary.
- 2 The debit and credit balance shown in the balance sheet are subject to the confirmation by the parties concerned.
- 3 In the opinion of the board, current assets, loans and advances are approximately of the value stated if realized in the ordinary course of the business. The provision for all known liabilities is made.
- 4 Remuneration to Directors:  
 Previous Year Rs. 33,00,000/-  
 Current Year Rs. 33,00,000/-
- 5 Information pursuant to paragraph 3, 4 and 4 D of Part II of Schedule VI to the Companies Act, 1956 does not apply to the company hence not furnished.
- 6 The company carries investments at cost. According to the management, investments in shares are long term in nature and provisions for diminution in the value of investments is not made as such diminution are temporary.
- 7 There is no foreign exchange earnings and foreign exchange outgo during the year.
- 8 Extra Ordinary Items :
- Prior Period Income contains the Write off / Reversal of Expenditure related to the Financial Year 2012-13
  - Prior Period Expenditure contains the Service Tax paid for period related to the earlier Financial Years
9. **Earning per Share:**

Particular	Unit	31-03-14	31-03-13
Numerator used for calculating Basic and Diluted Earning per Share (Profit after Tax)	₹	(8370425.87)	(7481358.29)
Weighted average No. of shares used as denominator for calculating Basic and Diluted	No. of Shares	2,51,79,900	2,51,79,900
Nominal Value of Share	₹	10/-	10/-
Basic Earning per Share	₹	(0.33)	(0.30)
Basic Earning per Share on face value of ₹10/- each (on 31.03.2011 Face Value ₹ 1/-)	₹	NA	NA
Weighted Average No of Shares for Diluted Earning per Share	No of Shares	2,51,79,900	2,51,79,900
Diluted Earning per Share	₹	(0.33)	(0.30)
Diluted Earning per Share on face value of ₹ 10/- each (on 31.03.2011 Face Value ₹ 1/-)	₹	NA	NA

10. **Information relating to Deferred Tax:**

Particulars	31-03-14	31-03-13
<b>Deferred Tax Assets arising out of timing difference relating to:</b> Difference of Depreciation as per Tax Provisions and Company Law	(4,48,202.82)	(3,39,087.28)
<b>Total Deferred Tax Assets</b>	<b>(1,38,494.67)</b>	<b>(1,04,777.97)</b>
<b>Deferred Tax Liability arising out of timing difference relating to:</b> - Difference of Depreciation as per Tax Provisions and Company Law	Nil	Nil
<b>Total Deferred Tax Liability</b>	Nil	Nil
<b>Net Deferred Tax Liability/Assets</b>	<b>(1,38,494.67)</b>	<b>(1,04,777.97)</b>

11. **Related Party Disclosures:**

**A List of Related Party and Relationships**

Sr. No.	Party
<b>A</b>	<b>Key Management Personnel</b> Mr. Ashish P. Patel
<b>B</b>	<b>Associates Firms/Companies</b> Pratigna Properties Pvt. Ltd. Shantinagar Shilla Co. Op. Housing Society Ltd. Radhe Infra. And Projects Pvt. Ltd.

**B Transaction with Related Party**

Transaction	Key Management Personnel	Relatives of Key Management Personnel	Associates Firms/ Companies	Closing Balance at the End of Year
<b>Loans and Advances</b>				
Pratigna Prop. Pvt. Ltd. – Adv Given during the year	—	—	₹ 42,03,000.00	₹ 3,70,279.69 (as on 31.03.14)
	(—)	(—)	(₹ 2,34,47,000.00)	
Pratigna Prop. Pvt. Ltd. – Adv Repaid during the year	—	—	₹ 48,84,000.00	₹ 3,10,279.31 (as on 31.03.14)
	(—)	(—)	( ₹9,10,75,000.00)	
Radhe Infra. And Projects (India) Ltd. Adv given during the year	—	—	₹ Nil	Nil (as on 31.03.14)
	(—)	(—)	( ₹15,27,317.00)	
Radhe Infra. And Projects (India) Ltd. Adv Repaid during the year	—	—	₹ 75,371.00	₹ 75,371.00 (as on 31.03.14)
	(—)	(—)	( ₹24,52,000.00)	
<b>Unsecured Loans</b>				
Mr. Ashish P. Patel Amount Taken during the year	₹1,12,63,273.00	—	—	₹ 36,97,273.00 (as on 31.03.14)
	(—)	(—)	(—)	
Mr. Ashish P. Patel Amount Repaid during the Year	₹75,66,00,000	—	—	NIL (as on 31.3.13)
	(—)	(—)	(—)	

12. Estimated amount of capital contract remaining to be executed on capital account Rs. Nil (Previous Year Rs. NIL)

13. **Contingent Liability not provided for:**

Sr. No.	Nature of Dues	2013-2014 (Rs. In Lacs)	2012-2013 (Rs. In Lacs)
1	Income Tax Penalty U/s 271(1) (i) (c) of IT Act, 1961 from A.Y. 2001-02 to A.Y. 2006-07	Nil	15.78

Signature to Note 1 to 29

As per our report of even date  
For, **R. CHOUDHARY & ASSOCIATES**  
Chartered Accountants

For, **RADHE DEVELOPERS (INDIA) LTD**

**Sd/-**  
**RAMCHANDRA CHOUDHARY**  
Partner  
Mem. No. 43979  
Firm Regn. No. 101928W  
Date : 30-05-2014  
Place: Ahmedabad

**Sd/-**  
**MR. ASHISH PATEL**  
Managing Director

**Sd/-**  
**MR. PRAFUL PATEL**  
Chairman

**Sd/-**  
**Mehul Vyas**  
Company Secretary

# RADHE DEVELOPERS (INDIA) LIMITED

Regd. Office: 1<sup>st</sup> Floor, "Chunibhai Chambers", B/h. City Gold Cinema, Ashram Road, Ahmedabad – 380 009.  
CIN:L45201GJ1995PLC024491

## PROXY FORM

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

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail id: \_\_\_\_\_

Folio No/ Client id: \_\_\_\_\_

DP id: \_\_\_\_\_

I/We being member(s) of \_\_\_\_\_ Shares of RADHE DEVELOPERS (INDIA) LIMITED hereby appoint

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/ her
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/ her
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

And whose signature are appended below as my/ our Proxy to attend and vote for me/ us and on my/ our behalf at the 20<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held on Tuesday, September, 30, 2014 at 09.30 A.M. at the registered office 1st Floor, "Chunibhai Chambers", B/h. City Gold Cinema, Ashram Road, Ahmedabad – 380 009 and at any adjournment thereof in respect of such resolutions as are indicated below:

- 1) Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors
- 2) Re-appointment of Mr. Prafulbhai C. Patel who retires by rotation.
- 3) Appointment of Auditors and fixing their remuneration.
- 4) Appointment of Mr. Dineshsingh Kshatriya as an Independent Director
- 5) Appointment of Mr. Alok Vaidya as an Independent Director
- 6) Appointment of Mr. Nirav Desai as an Independent Director
- 7) Renewal of Remuneration terms of Mr. Ashish P. Patel
- 8) Borrowing power u/s. 180(1)(c) of the Companies Act, 2013
- 9) Creation of mortgage/hypothecation/charge u/s. 180(1)(a) of the Companies Act, 2013

Affix Rs. 1/-  
Revenue  
Stamp

Signed \_\_\_\_\_ day of \_\_\_\_\_ 2014.

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of First Proxy holder

\_\_\_\_\_  
Signature of Second Proxy holder

\_\_\_\_\_  
Signature of Third Proxy holder

**NOTE:** This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



BOOK - POST

If Undelivered Please Return to

**RADHE DEVELOPERS (INDIA) LIMITED**

**1<sup>ST</sup> Floor, Chunibhai Chambers, Ashram Road,  
Ahmedabad-380009**