

**TWENTI-SECOND ANNUAL REPORT**

**FOR**

**THE YEAR ENDED - 31<sup>ST</sup> March-2014**

**RUDRAKSH CAP-TECH LIMITED**

## **RUDRAKSH CAP-TECH LIMITED**

**Admi. Off.- 301, Camps Corner,  
Opp. SRP Group-4, Near D-Mart,  
Makarpura, Vadodara - 390 010**

**BOARD OF DIRECTORS:-** Mr. Sanjay A. Choksi - Director  
Mr. Hitesh A. Choksi - Director  
Mr. Mahesh R. Patel - Director

**REGD. OFFICE** :- 10, S.B., Maheshwar Darshan Building,  
Opp. Aasha Parekh Hospital,  
S.V.Road, Santacruz ( W ),  
Mumbai - 400 054. Maharashtra.

**ADMINI. OFFICE** :- 301, Camps Corner, Opp. SRP Group-4,  
Near D- Mart, Makarpura,  
Vadodara - 390 010. Gujarat.  
Tele-Fax :- 0265-6569067  
E-mail ID :- [rudrakshcaptech@gmail.com](mailto:rudrakshcaptech@gmail.com)  
Website :- [www.rudrakshcap-tech.com](http://www.rudrakshcap-tech.com)

**AUDITORS** :- M/s. Bharat Parikh & Associates,  
Chartered Accountants,  
R.C. Dutt Road,  
Alkapuri, Vadodara - 390 007.

**BANKERS** :- ICICI Bank Ltd.  
Sayajigunj,  
Vadodara - 390 005

## NOTICE

Notice is hereby given that the 22<sup>nd</sup> ANNUAL GENERAL MEETING of the Members of RUDRAKSH CAP-TECH LIMITED will be held on 30<sup>th</sup> September 2014 at the Registered Office of the Company at 10, Basement, Maheshwar Darshan Building, Opp. Aasha Parekh Hospital, S.V. Road, Santacruz(w), Mumbai - 400 054, Maharashtra, at 11.00 a.m. to transact the following Business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, Profit and Loss Account for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To Appoint Director in place of Mr. SANJAY CHOKSHI ( DIN No.-01750932) Who retires by rotation in terms of Sec 152(6) of the COMPANIES ACT 2013 And being offers himself as a Director.
3. To consider and if thought fit to pass with or without modification (s) the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act 2013 read with Companies (Audit & Auditors) Rules 2014 and pursuant to the recommendation of the Audit committee of the Board of Directors M/S N.JANI & CO., Chartered Accountants,(REGISTRATION NO.-134162W) Be and are hereby re-appointed as Auditors of the company to hold office from the Conclusion of this ANNUAL GENERAL MEETING (AGM ) to the conclusion of the Annual General Meeting held for the financial Year ending 2017 ( subject to ratification of the appointment by the members at every AGM held after this AGM ) at the Remuneration to be determined by the board of directors of the company. “

### **SPECIAL BUSINESS:**

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

RESOLVED THAT pursuant to the provisions of SEC 149,152 read with SCHEDULE - IV and other applicable provisions if any of the Companies Act 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. NARAYAN ACHARYA (DIN NO 06885894), Director of the company w.e.f. 03-07-2014 who has submitted a declaration that he meets the criteria for independence as provided in sec 149 (6) of the Act and who is eligible for appointment 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 Independent Director of the company to hold office for five consecutive years for a term up to MARCH 31- 2019.”

- 5 To consider and, if thought fit, to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION:

RESOLVED THAT in terms of SEC 197, 198, Schedule - V read with Companies (Appointment and remuneration of Managerial Personnel) Rules-2014 and subject to the Approvals, concurrence and consent of the central Government as may be required or necessitated the consent and approval of the members be and is hereby accorded to the terms and conditions of appointment & payment of remuneration to Shri ANIRUDH P. SETHI, (DIN: 06864789) Director of the Company, as MANAGING DIRECTOR of the company for a period of five Years with effect from 15<sup>th</sup> May 2014 as per the terms and conditions of appointment & remuneration detailed in the explanatory statement attached to this Notice .”

- 6 To consider and if thought fit to pass with or without modification(s) the following resolution as a special resolution

“RESOLVED THAT, pursuant to Section 14 and all other applicable provisions if any of the Companies Act 2013 the Articles of Association of the company be and is here by alter and amended to the extent and in the manner that the new text of the Articles of Association of the company as submitted to this meeting and initial by the chairman for the sake of identification which new articles of association be and is here by approved and adopted for all future course of action.

FURTHER RESOLVED THAT, the Board of Directors of the Company be and is here by authorised to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give full effect to the above resolution.”

- 7 To consider and if thought fit to pass with or without modification(s) the following resolution as a special resolution

“RESOLVED THAT in terms of the provisions of section 61, 64 and all other applicable provisions if any of the Companies Act 2013 Read with Article -V of the ARTICLES OF ASSOCIATION of the company, the consent of the company be and is hereby accorded to increase the Authorised Equity share capital of the company from RS 6,00,00,000/- [RUPEES SIX CRORES ONLY] divided into 60,00,000 [ SIXTY LAKHS ] Equity shares of RS 10/- . Each to RS 11,00,00,000 [ RUPEES ELEVEN CRORES ONLY] Divided into 1,10,00,000, [ ONE CRORE TEN LAKHS ] Equity shares of RS 10/- . Each by the creation of 50,00,000 [ FIFTY LAKHS ] Equity shares of RS 10/- . Each amounting to RS

5,00,00,000 [ FIVE CRORES ONLY] AND THAT The new Equity shares so created shall be ranking pari passu with the existing Equity share capital of the company.”

FURTHER RESOLVED THAT, As envisaged by SEC.- 4(e) And all other applicable provisions if any of the companies Act 2013 , the CLAUSE V of the Memorandum of Association be and is hereby altered to the extent and effect THAT THE New clause-V of MEMORANDUM OF ASSOCIATION of the company on alteration shall stand to be read as under :

“THE AUTHORISED SHARE CAPITAL OF THE COMPANY WILL BE Rs. 11,00,00,000 (RUPEES ELEVEN CRORES ONLY) Divided into 1,10,00,000 (ONE CRORE TEN LAKHS) Equity shares of RS 10/- EACH “

FURTHER RESOLVED THAT, the Board Of Directors of the Company be and is here by authorised to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give full effect to the above resolution.”

**For And on Behalf of the Company**

**Date : 01 /09/2014**

**Registered office :**

**10,BASEMENT,  
MAHESHWAR DARSHAN BUILDING,  
OPP AASHA PAREKH HOSPITAL,  
S.V.ROAD, SANTACRUZ (W),  
MUMBAI - 400 054.**

**Sd/-**

**Mr. ANIRUDH SETHI  
Managing Director**

## NOTES

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 27<sup>th</sup> September, 2014 to 30<sup>th</sup> September, 2014 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demate form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
4. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM

5. Voting through Electronic means:

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13<sup>th</sup> July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

**PROCEDURE FOR E-VOTING**

**In case of members receiving AGM Notice by e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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

	<p>letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</p> <p>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.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for "RUDRAKSH CAP TECH LIMITED"

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

- 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.
- 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).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on 25<sup>th</sup> Sep., 2014 (10.00 to 6.00 A.M.-P.M) and ends on 26<sup>th</sup> Sep., 2014 (10.00 to 6.00 A.M.-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 (i.e. the record date), being 5<sup>th</sup> Sep., 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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)

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 5<sup>th</sup> Sep., i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 25<sup>th</sup> Sep., 2014 and will end at 26<sup>th</sup> Sep., 2014.

The Company has appointed Rupal Patel, Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
7. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts, will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
8. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Bigshare Services Pvt. Ltd, Registrar and Share Transfer agent of the Company immediately.
9. Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
10. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to Bigshare Services Pvt. Ltd, Registrar and Share Transfer agent of the Company.

11. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
12. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

**For And on Behalf of the Company**

**Date : 01/09/2014**

**Registered office :**

**10,BASEMENT,  
MAHESHWAR DARSHAN BUILDING,  
OPP AASHA PAREKH HOSPITAL,  
S.V.ROAD, SANTACRUZ (W),  
MUMBAI - 400 054**

**Sd/-  
Mr. ANIRUDH SETHI  
Managing Director**

## Annexure to the Notice

Notes on directors seeking appointment/re-appointment as required under Clause 49 of the Listing Agreement entered into with Stock Exchanges:

### **ITEM NO. 2**

Name	:	Mr. SANJAY CHOKSHI
Date of birth	:	28/06/1967
Qualification	:	B.com
Expertise	:	Since last 15 years Expertise in finance, Capital Market & Advisor.
Director of the Company since	:	29/06/1992
Directorship in other public limited companies	:	2
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	5,15,400/- Shares

### **SPECIAL BUSINESS**

#### **Explanatory Statement pursuant to Section 102 of the Companies Act 2013**

#### **ITEM NO.4 APPOINTMENT OF INDEPENDENT DIRECTOR**

Section 149 of the Companies Act 2013 ( Act) requires all listed public companies to have atleast one third of the total number of directors as Independent Directors. Your company complies with the requirements.

Section (10) of Section 149 of the Act further provides that independent Directors are required to hold office for a term upto five consecutive financial years on the board of a company and can be re-appointed thereafter subject to the limit under sub section (11) of section 149 of the Act which provides that they shall not hold office for more than two consecutive terms.

The amended clause 49 of the listing Agreement with the stock exchange, BSE also stipulates similar conditions with regard to the initial tenure for appointment of independent directors for a term upto five consecutive years.

Further in terms of SEC (13) of Sec 149 read with explanation to sub section (6) of section 152 of the Act, independent directors are not liable to retire by rotation.

Mr Narayan Acharya the Director of your company appointed on 03-07-2014 qualify as independent Director under section 149 of the Act and clause 49 of the Listing Agreement. It is proposed that Mr Narayan Acharya be appointed as independent

Director U/S 149 of the Act read with clause 49 of the Listing Agreement to hold office for five consecutive years for a term up to MARCH 31, 2019.

None of the aforesaid named Directors are disqualified from being appointed as a Directors in terms of SECTION 164 of the Act and have given their consent to act as Directors.,

The company has received notice in writing from a member along with the deposit of requisite amount U/S 160 of the Act proposing the candidature of each of the aforesaid director for the office of Director of the company.

The company has received the declaration from the concern director that they meet with the criteria of independence as prescribed both under sub sec (6) of sec. 149 of the Act and under clause 49 of the listing Agreement.

In the opinion of the board of Directors he fulfils the conditions for their appointment as independent Director as specified in the Act and the Listing Agreement. He is independent of the management.

Brief resume of this director, nature of his 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.

Keeping in view their expertise and knowledge, it will be in the interest of the company that the proposed director be appointed as independent Director..

Copy of the draft letter for appointment of the Director as independent Director setting out the terms and conditions is available for inspection by members at the Registered office of the Co.

This statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the stock exchanges.

Except the respective Director/their relatives who may be deemed to be interested in the respective resolutions at item no 4 above of the Notice None of the Directors/ key managerial personnel of the company/their relatives are in any way concerned or interested financially or otherwise in the respective resolution set out at item no 4 of the Notice.

The board recommends the ordinary resolution set out at item no 4 of the Notice for approval by the members.

Name	:	Mr. Narayan D. Acharya
Date of birth	:	19/11/1976

Qualification	:	B.E.
Expertise	:	Since 2000 He is specialized in Cisco Net working++Level II & TAKES CARE OF CORPORATE LEVEL AMC ,Network Consultancy, Manage network Architecture, supply of hardware & software & will handling day to day affairs of the off administration.
Director of the Company since	:	3 <sup>rd</sup> July-2014
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	Nil

**ITEM NO 5 - APPOINTMENT OF Mr. ANIRUDH P. SETHI, THE DIRECTOR (DIN NO. 06864789) AS MANAGING DIRECTOR.**

In terms of the provisions of SEC 149 OF THE Act Mr ANIRUDH P. SETHI (DIN NO. 06864789) was appointed a Director in casual vacancy caused by the resignation of Mr. MAHESH R PATEL w.e.f. 14<sup>th</sup> May 2014. In terms of the provisions of sec 197,198 , schedule V read with Companies ( Appointment and remuneration of Managerial Personnel ) Rules 2014 the board of Directors subject to the approval by members at general meeting has appointed him as whole time Director designated as Managing Director w.e.f 15<sup>th</sup> May, 2014 subject to the following terms and conditions :

01] Mr. ANIRUDH SETHI (DIN no.-06864789) shall hold the office as MANAGING DIRECTOR for a period of five Years up to 14<sup>th</sup> May, 2019 (from 15<sup>th</sup> May, 2014 TO 14<sup>th</sup> May , 2019).

02] He shall have substantial powers of management to look after the day to day affairs and shall function under the governance and control of the board of directors of the company, Articles of Association of the company and the resolution passed by the members of the company.

03] He shall not be liable to retire by rotation

04] For the services as MANAGING DIRECTOR, Mr. Anirudh P. Sethi (DIN no. 06864789) he shall be entitled to the following remuneration and other perquisites :

[A] SALARY of RS 25,000/- . P.M payable monthly or in arrears with an increment as may be deemed fit by the BOARD OF DIRECTORS of the Company

[B] In the absence of any profits or inadequacy of profits in any financial year during the tenure the remuneration payable shall be subject to the SECTION 197 read with SCHEDULE V of the Act,

[C] The MANAGING DIRECTOR shall be entitled to the reimbursement of travelling expenses not exceeding RS 5000 PM, MEDIAL ALLOWANCE OF RS 15,000 P.A, HOUSE RENT ALLOWANCE OF RS 15,000 P.M Subject to the provisions of INCOME TAX ACT 1961. Bio Date of Mr. ANIRUDH SETHI is mentioned as under.

Name	:	Mr. Anirudh P. Sethi
Date of birth	:	10/05/1971
Qualification	:	B. Com
Expertise	:	Since 12 years Experience in Finance & Capital Market & enriched with diversified knowledge in finance market, product and investment banking.
Director of the Company since	:	14 <sup>th</sup> May - 2014
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	Nil

NO OTHER DIRECTOR EXCEPT Mr. RAVI P. SETHI is deemed to be directly or indirectly interested in passing the resolution.

The DETAILED Appointment letter to the MANAGING DIRECTOR is kept open for inspection by the members at the Registered office of the company.

#### **ITEM NO 6 - ALTERATION OF ARTICLES OF ASSOCIATION OF THE CO.**

The Articles of Association of the company contains all the befitting provisions in terms of the Companies act 1956. In view of the fact that number of amendments alterations and restructuring of the various provisions of the companies act 2013 – an act enacted a fresh in repellent of companies Act 1956, it is felt expedient and legally obligatory to maintain for reference the reconciliation of the provisions of companies act 2013 and the corresponding provisions of the article of associations of the company by correcting the anomaly in the provisions. In view of the fact that the number of alterations in the reading of the provision as required by the Companies Act 2013 are called for, it is felt expedient to adopt for all legal references in the future the new set of Articles of Association of the Company in place of the existing Articles of Association more appropriately embodying the provisions in compliance with Companies Act 1956. The alteration of the Articles of Association is permitted under section 14 of the Companies Act 2013 by passing the special resolution, the

board of directors of your company recommend you all to accord your approval to the resolution.

No director is deemed to be directly or indirectly interested in passing the resolution except as the member of the company.

The altered text of Articles of Association of the company is kept open for inspection of members during the business hours from 10am to 5pm except Saturdays, Sundays, public holidays.

**ITEM NO.-7 - INCREASE IN AUTHORISED CAPITAL FORM 6,00,00,000 TO 11,00,00,000**

Your company is presently having a authorized share capital of RS 6,00,00,000/- . ( RUPEES SIX CRORES Only) divided into 60,00,000 ( SIXTY LAKHS) Equity shares of RS 10/- . Each.. In view of the diversity in operations and corresponding broad based requirements of the fund for project, it is deemed fit and expedient to increase the Authorised share capital from RS 6,00,00,000 Divided into 60,00,000 Equity share capital of RS 10/- . EACH to RS 11,00,00,000 divided into Rs.1,10,00,000 Equity shares of RS 10/- . EACH BY THE CREATION OF 5,00,000 Equity shares of RS 10/- . Each.

In terms of SEC 61,64 The approval of the members is called for to effect the increase in the Authorised share capital captioned above and to alter the CLAUSE V- CAPITAL CLAUSE of MEMORANDUM OF ASSOCIATION of the company by ORDINARY RESOLUTION And to alter the ARTICLES OF ASSOCIATION by SPECIAL RESOLUTION Correspondingly as envisaged by SEC 14 of the COMPANIES ACT 2013.

The BOARD OF DIRECTORS of your company therefore commends to approve the resolution being expedient for the growth of the company.

NO DIRECTOR IS DIRECTLY OR INDIRECTLY DEEMED TO BE INTERESTED IN PASSING THE RESOLUTION EXCEPT AS SHAREHOLDER OF THE COMPANY.

THE ALTERED MEMORANDUM OF ASSOCIATION AND OTHER RECORDS AND REGISTERS REQUIRED TO BE KEPT OPEN ARE KEPT OPEN FOR INSPECTION OF MEMBERS.

**For And on Behalf of the Company**

**Date : 01/09/2014**

**Registered office :**

10,BASEMENT,  
MAHESHWAR DARSHAN BUILDING,  
OPP AASHA PAREKH HOSPITAL,  
S.V.ROAD, SANTACRUZ (W),  
MUMBAI - 400 054.

Sd/-

Mr. ANIRUDH SETHI  
**Managing Director**



## DIRECTOR'S REPORT

To,  
The Members,  
Rudraksh Cap-Tech Limited  
Mumbai.

The Directors have the pleasure in presenting the **22<sup>nd</sup> Annual Report** of the company together with the Audited Statement of Accounts for the year ended on **31st March-2014**.

### 1. FINANCIAL RESULTS

(Rs. In Lacs)

Particulars	Current Year (Rs)	Previous Year (Rs)
Commission and Other Income	-	-
Operational Profit	2.73	0.99
Add: Depreciation	-	-
Profit / (Loss) Before Taxation	2.73	0.99
Less: Provision for Taxation	0.84	0.31
Profit / (Loss) After Taxation	1.88	0.68
Balance carried to Balance Sheet	1.88	0.68

### 2. OPERATIONS

During the year Company did not carry out any business activities or trading activities except other activities in diversified area and discipline. However the pragmatic board of Directors of your company is in the process of committed planning ( subject to the applicable laws, Rules, Regulations) for diversified activities of investing, dealing into the philately, diversified stamps, coins, old drawings of aesthetic values in which your promoter Directors are deeply engrossed into. The board of Directors of your company contemplates to alter the MAIN OBJECTS & Corresponding change in name by approaching the members for approval.

### 3. DEPOSITS

During the year under review the Company has not accepted any deposits to which the provisions of section 58A of the Companies Act, 1956 read with Acceptance of Deposits Rules, 1975 as amended are applicable.

### 4. DIVIDEND

The Directors did not recommend any dividend for the year on Equity Shares of the Company.

## **5. AUDITORS**

The Company had received Notice of Resignation dated 5<sup>th</sup> Sep.-2014, under Section 140(4) read with Section 115 of the Companies Act, 2013 from M/s .Bharat Parikh & Associates, Chartered Accountant, Vadodara in its capacity as a Statutory Auditors of the Company and the Board have recommended appointment of M/s. N.JANI & Co., Chartered Accountants,(REGISTRATION NO.- 134162W) as Statutory Auditors in place M/s .Bharat Parikh & Associates, Chartered Accountant, Vadodara, the retiring Statutory Auditors.

The change in the Statutory Auditor is proposed in order to remain at the forefront of good governance and in recognition of regulatory changes under the Companies Act, 2013. The Company has sent a copy of the said Special Notice to the retiring Statutory Auditors.

## **6. AUDITOR'S REPORT**

The notes to the accountants referred to in the Auditor's Report are self-explanatory and therefore does not call any further comment.

## **7. DIRECTORS**

Mr. SANJAY CHOKSHI ( DIN No.-01750932) Who retires by rotation in terms of Sec 152(6) of the COMPANIES ACT 2013 And being offers himself as a Director.

Mr. NARAYAN ACHARYA (DIN NO 06885894), Director of the company appointed as an Independent Director of the Company w.e.f. 03-07-2014 and Mr. Anirudh P. Sethi (DIN no. 06864789) was appointed as Managing Director of the Company w.e.f. 15<sup>th</sup> May, 2014

## **8. PARTICULARS OF EMPLOYEES**

There is no employee having remuneration with the provisions of section 217(2A) of the companies Act 1956 read with the Companies (Particulars of employee) Rules, 1975 as amended.

## **9. THE CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION FOREIGN EXCHANGE EARNINGS.**

The above details as required to be given U/s 217 (2e) of the Companies Act, 1956 is not given as the same is not applicable to the company. The company has not earned any Foreign Exchange or spent any Foreign Exchange.

## **10. PERFORMANCE AND FUTURE PLANS**

As you will observe from the financial results, the performance has been of great concern. Our dependence on economic factors are unavoidable and the future trends of your Company shall depend the same.

## **11. RETIFICATION OF ALL TRANSACTIONS:**

Your Board of Directors has committed certain Acts, deeds or transactions in the process of the public issue in pursuant of the provisions U/S 61 & other applicable

provisions of the Companies Act 1956, the company in General Meeting takes note of the overall situation prevailing after the Company's Prospectus Dt. 7th March 1994.

## **12. DIRECTOR'S RESPONSIBILITY STATEMENT UNDER SECTION 217(2AA) OF THE COMPANIES ACT, 1956.**

The directors confirm that-

I) In the preparation of the annual accounts, the applicable accounting standards have been followed by the company,

II) Such accounting policies have not been selected consistently and judgment and estimates made are not reasonable and prudent so we are unable to give a true and fair view of the state of affairs of the company at 31st March,2014 and of the profit of the Company for the year ended on that;

III) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

IV) Annual accounts have been prepared on a going- concern basis.

## **13. MANAGEMENT DISCUSSION AND ANALYSIS:**

Management discussion and analysis Report, pursuant to Clause 49 of the Stock Exchange Listing agreement, forms part of this Report and the same is annexed hereto.

## **14. REPORT ON CORPORATE GOVERNANCE:**

A separate Report on Corporate Governance along with Certificate from Auditors on its compliance as annexed hereto.

Your Directors also thank the Banker of the Company for their assistance and cooperation. Your Director also wishes to place on record their appreciation for the support of shareholders& devoted services rendered by the executives and employees at all levels.

**Date : 01/09/2014**

**For And on Behalf of the Company**

**Place : Vadodara**

**Sd/-                      Sd/-  
(Hitesh Choksi) (Sanjay Choksi)  
Director                      Director**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDAR)

### **BUSINESS REVIEW:**

The Business of the company is in the field of Finance Company. Company was engrossed in the field of FINANCIAL ACTIVITIES as provided by the Main objectives. However, Because of the strict restriction of RBI for Finance Companies, the Activities of the company was not much activated. With a view to reviving - The operations and to grab the invaluable opportunities in Capital Management, Mobilisation of Financial Resources, Investment Banking, Advisory, Consultancy in Capital Related Activities , with new Corporate clothes and Brand image entrenched by the promoters by the use of "RUDRAKSH" in all Economic references without altering the Main objects of the Company.

### **OPPORTUNITIES & THREATS, RISKS & CONCERNS, PERFORMANCE & OUTLOOK**

The Company bears the normal risk in terms of inherent Business risk in the kind of Business the Company is into. The Board of the Company has taken a balanced Approach for investing in these Activities. After the bad experience in the past, the Board is adopting a cautious Approach and not an aggressive one. After stabilization of existing Business, the Company will foray into other related Areas to have a good Growth in Future.

### **FINANCIAL**

The financial performance of the Company for the financial year ended **31st March-2014** is given as under:-

(Rs. In Lacs)

<b>Particulars</b>	<b>Current Year (Rs)</b>	<b>Previous Year</b>
Commission and Other Income	-	-
Operational Profit	2.73	0.99
Add: Depreciation	-	-
Profit / (Loss) Before Taxation	2.73	0.99
Less: Provision for Taxation	0.84	0.31
Profit / (Loss) After Taxation	1.88	0.68
Balance carried to Balance Sheet	1.88	0.68

### **RISK & CONCERNS**

Over the years, your Company has achieved an appropriate balance between risk and returns by setting up an efficient risk mitigation system to meet various forms of financial and other risks. The primary risks that the company is exposed to are, credit risk, market risk and operational risk. Deriving from the long years of experience in financial related Activities. Your Company's credit policy framework

is designed to provide the right balance between business growth and portfolio quality. The Company's philosophy of not outsourcing the credit appraisal process has ensured that credit filters are uniformly applied by experienced and well-trained employees. The Asset Liability Management Committee (ALCO), functioning under the supervision of the Audit Committee, lays down policies and tolerance levels that involve assessing of various types of risks and altering the asset-liability portfolio in a dynamic way, in order to manage such risks. Liquidity and interest rate risks, within the limits laid down by the board, are constantly monitored by the ALCO. The Risk Management framework is dynamic and will continue to evolve in line with the emerging risk perceptions.

During the year, your Company has constituted a Risk Management. Committee, in accordance with the Guidelines on Corporate Governance issued by the Reserve Bank of India, to monitor the risk management framework on an ongoing basis with a view to ensuring that risk parameters are within defined limits. Consequently, the scope of the ALCO has been appropriately redefined.

### **INFORMATION TECNOLOGY**

Our company constantly upgrades its technology both in terms of hardware and software. This also helped installing a good management information system for the management to get timely information for decision making.

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The control systems set on place are checked and further supplemented by MIS which provided for planned expenditure and information on disposal and acquisition of assets.

### **HUMAN RESOURCES**

Your Company continues to lay great stress on its most valuable resource - people. Continuous training, both on the job and in an academic setting, is a critical input to ensure that employees at all levels are fully equipped to deliver a wide variety of products and services to the customer of the Co.

### **CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis Report describing our Company's objectives, expectations or predictions may be forward looking within the meaning of applicable regulations and other legislations. Actual results may differ materially from those expressed in the statement. Important factors that could influence Company's operations include global and domestic financial market conditions affecting the interest rates, availability of resources for the financial sector, market for lending, changes in regulatory directions issued by the Government, tax laws, economic situation and other relevant factors.

# **Report on Corporate Governance**

**(Pursuant to Clause - 49 of the Listing Agreement)**

## **1. Company's philosophy:**

Corporate Governance is an integral part of value, ethics and best business practices followed by the Company. The core values of the Company are commitment to excellence and customer satisfaction, maximizing long-term value for stakeholders, socially valued enterprise and caring for people and environment.

'Rudraksh Cap-Tech Limited' is committed to good Corporate Governance in order to all stakeholders – Customers, suppliers, lenders, employees, the shareholders. The detailed report on implementation by the company of the Corporate Governance Code as incorporated in Clause 49 of the Listing Agreement with the Stock Exchanges is set out below:

## **2. Board of Directors:**

### **2.1 Composition of the Board:**

The Board of Directors as at 31st March, 2014 comprises of three directors comprises of a (Chairperson and Managing Director), One is Executive and all other are non executive directors. Mr. Mahesh R. Patel, Non-executive & Chairmen / director of the Company and he conducts the day to day management of the Company, subject to the supervision and control of the Board of Directors. The independent directors on the Board are senior, competent and highly respected persons from their Respective fields:

### **2.2 Responsibilities of the Board**

The responsibility such as policy formulation, performance review and analysis and control, direction and management of the affairs of the company is vested in the Board of Directors presided over by the Chairman and Managing Director. The Board has delegated some of its powers to the executives of the company. The Board reviews from time to time such delegated powers and their utilization for effective functioning of the Company.

### **2.3 Meeting and Attendance Record of Directors**

The meetings of the Board of Directors are held at periodical intervals and are generally at the registered office of the Company, Vadodara. The meeting dates are decided well in advance and the agenda and notes on agenda are circulated in advance to the directors. All material information is incorporated in the notes on agenda for facilitating meaningful and focused discussion at the meeting. Where it is

not perusable to attach supporting or relevant documents to the agendas, the same is tabled before the meeting. In case of business exigencies or urgency of matters, resolutions are passed by circulation. Senior Management persons are often invited to attend the Board Meetings and provide clarifications as and when required.

During the Financial year 7 Board meeting were held on below mentioned date during the year 2013-2014.

27/05/2013,            18/06/2013,            14/08/2013,            17/09/2013,  
17/10/2013,            22/01/2014            03/02/2014

The composition, attendance and other memberships of the Board of Directors of the company is as follows:

c. Attendance of Directors at Meetings of Board of Directors and last AGM:

Name of the Director	Designation	Category	No. of Board meetings attended	Attendance at last AGM	Total No. of Directorships in public Companies	Total No. of Committee membership	Total no. of Board Chairmanship
Mr. Sanjay A. Choksi	Managing Director	Executive	7	Yes	0	0	0
Mr. Hitesh A. Choksi	Director	Non Executive	7	Yes	0	0	0
Mr. Mahesh R. Patel	Chairman	Non Executive	7	Yes	0	0	0

**2.4 Details of Directors seeking re-appointment at the ensuing Annual General Meeting**

As per the provisions of the Companies Act, 2013, two third of the directors of a company should be retiring directors, of which one third of such directors are

required to retire every year and if eligible, they qualify for re-appointment. Mr. Sanjay A. Choksi retire by rotation at the ensuing Annual General Meeting and offer him for re-appointment.

**Profile of Mr. Sanjay A. Choksi Director being appointed u/s 152 of the Companies Act, 2013**

<b>Name</b>	-Mr. Sanjay A. Choksi
<b>Date of Birth</b>	-28/06/1967
<b>Date of Appointment</b>	- Since Incorporation
<b>No. of shares held in the Company</b>	- 5,15,400
<b>Directorship in other company</b>	- Vedant Bio-Tech Ltd. - Western Agro-Tech Innovative Ltd.

**2.5 Details of Directors who are as Chairman and Directors in other Public Companies**

None of the Directors on the Board is a member or Chairman of any Committees (as specified in Clause 49 (C) (ii) across all the Companies in which he is a director. The necessary disclosure regarding Directorship and Committee position have been made by the Directors who are on the Board of the Company as on 31<sup>st</sup> March, 2013 and the same is reproduced herein below:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>No of Directorship in other Public Companies</b>	<b>No. of Committees positions held as Chairman on other public Companies</b>	<b>No. of Committees positions held as member in other public Company</b>
1.	Sanjay A. Choksi	--	--	--
2.	Hitesh A. Choksi	--	--	--
3.	Mahesh R. Patel	--	--	--

**3. COMMITTEE OF BOARD:**

The Company had four Board Committees. These are

1. Audit Committee
2. Sub-Committee (Quarterly Results Review Committee)
3. Share Transfer & Shareholders/Investor Grievance Committee Moving with various committees formed and reported in the previous Annual Report and in line



with the requirements of SEBI and Stock Exchanges, the Board has formally constituted the following committees of Directors.

### **3.1 Audit Committee:**

The Audit committee constituted by the Board of directors as per the provisions of Clause 49 of the listing Agreements as well as in Section 292A of the Companies Act, 1956, comprises of three members viz. Mr. Mahesh R. Patel Chairman (Non-Executive) Mr. Hitesh A. Choksi Member (Non-Executive) and Mr. Sanjay A. Choksi Member (Managing Director) who are aware with finance, accounts, management and corporate affairs. Two members constitute the quorum of the said Audit Committee Meeting. In terms of Companies Act 2013 read with Listing requirements the Audit committee has been formed headed under chairmanship of MR NARAYAN AACHARYA, Independent Director.

The Audit Committee of the Board of Directors of the Company, Inter-alia, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures. The audit committee while reviewing the Annual Financial Accounts ensures compliance of the Accounting Standard (AS) issued by the Institute of Chartered Accountants of India.

- Review the financial reporting process and disclosure of its financial information
- Review with the management, Annual financial statements before submission to the Board
- Review with the management, statutory Auditors and Internal Auditors and adequacy of internal control systems
- Review the company's accounting and risk management policies
- Review the company's accounting and management reporting systems and updates the same from time to time.
- Recommend the appointment and removal of statutory and Internal Auditors and fixation of fees for the same.
- Review quarterly financial statement
- Review internal investigations made statutory/ Internal Auditors.
- Scope of Statutory/ Internal Audit.
- Review fixed deposits/repayment systems etc.
- Any other applicable functions as described in Corporate Governance.
- Review related party transactions.

The terms and reference of the Audit Committee covers the matters specified as per clause 49 of the Listing Agreement besides other terms as may be referred from time to time by the Board of Directors. The Audit Committee met 3 times during the year.

### **3.2 Sub-Committee (Quarterly Results Review Committee) :**

The Sub-Committee (Quarterly Results Review Committee) comprises as under:

<b>Name</b>	<b>Designation</b>
Mahesh R. Patel	Director
Hitesh A. Choksi	Director

The Committee is responsible for approving quarterly un-audited financial statements and monitoring the performance of the Company. 4 (Four) meetings were held on the following dates:

27/05/2013,            14/08/2013,            17/10/2013,            03/02/2014

### **3.4 Share Transfer & Shareholders'/Investor Grievance Committee:**

The Share Transfer & Shareholders'/Investor Grievance committee comprises as under:

- 1 Mr. Mahesh R. Patel - Chairman (Non Executive)
- 2 Mr. Hitesh A. Choksi - (Non Executive Director)
- 3 Mr. Sanjay A. Choksi - (Managing Director)

The committee is responsible for approving and monitoring transfers, transmission, splitting and consolidation of shares issued by the Company. In addition to that, the committee also monitors redressal of complaints from shareholders relating to transfer of shares, non-receipt of balance sheet etc., No sitting fees is paid to the committee members. The Committee reviewed redressal of investors Grievances pertaining to share transfer, dematerialization of shares, replacement of lost, mutilated and old share certificates, change of address etc. The committee has also taken steps to strengthening investors relations. The status of shareholders' complaints received so far/number not solved to the satisfaction of shareholders/number of pending share transfer transactions (as on 31<sup>st</sup> March, 2014) is given below:-

Complaints Status: 01.04.2013 to 31.03.2014

- Number of complaints received so far : 3
- Number of complaints solved : 3
- Number of pending complaints : 0

### **5. Share Transfer System:**

The Company has an in-house share transfer department and has not appointed any Registrar and Transfer Agent. Valid Share transfer in physical form and complete in all respects were approved and registered within the stipulated period.

### **6. Dematerialization of shares and liquidity:**

The Company has been registered itself with Big Share Services Pvt. Ltd. E-2/3, Ansa Ind. Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai-400072 for dematerialization of Companies securities so far.

**7. Date, Time and venue of 22<sup>nd</sup> Annual General Meeting:** 30<sup>th</sup> September, 2014 at 11:00 A.M. at 10, Basement, Maheshwar Darshan Building, Opp Aasha Parekh Hospital, S.V.Road, Santacruz (W), Mumbai Maharashtra 400054

**8. Book Closure Date:** 27<sup>th</sup> September, 2014 to 30<sup>th</sup> September, 2014

**9. CEO/CFO Certification:** (Under Clause 49(V) of Listing Agreement)

We Certify that --

A. We have reviewed the financial statements and the cash flow statement for the year 2013-2014 and that to the best of our knowledge and belief:

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

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2013-14 which are fraudulent, illegal or violative of the Company's code of conduct;

C. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit Committee-

- Significant changes in internal control over the financial reporting during the year 2013-14
- Significant changes in accounting policies during the year 2013-14 and that the same have been disclosed in the notes to the financial statements; and
- Instances of significant fraud of which we have become aware and the therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

#### **MEANS OF COMMUNICATIONS:**

The half Yearly and quarterly results of the Company were not published in any news paper but regularly forwarded to the Mumbai Stock Exchange where the Company's share are listed. The Company has not considered it necessary to circulate half yearly results at the residence of shareholders as there is no significant

up and down in the activities of the company having material impact on the shareholders interest. The Company's financial results and officials news releases are displayed on the Company's website.

Further the Company has not made any presentation to any financial institutional Investors/analysts or banks during the year. Listing of Equity Shares on Stock Exchanges: Mumbai Annual listing fees for the financial year up to 31-03-2014 has been paid.

**A. Stock Code:** BSE 511463, VSE

**B. Demat ISIN number:** INE191N01012

**C. Market price data:** The Company has been suspended from the Bombay Stock Exchange; hence no trade has been reported to take place.

**D. Performance of the Company's shares in comparison with broad based indices as BSE's Sensex:** The Company has nothing to report on the matter.

**E. Registered and Transfer Agent:** The Company has Appointed **Big Share Services Pvt. Ltd., Mumbai.** as the common agency both in respect of demat shares. The Company is having in house share transfer set up for the transfer of shares which are still in physical mode.

**F. Share Transfer System:** All the transfers are received and processed by the Secretarial Department of the Company and approved by share transfer committee. Share Transfer requests received in physical form The Management discussion and analysis forms part of the Annual Report.

**10. Dividend Payment Date:** Not Applicable

**11. Detail of last three Annual General Meeting:**

Meeting	Year	Venue of AGM	Date	Time	Whether Special resolution passed
Annual General Meeting	2010-11	1st Floor, A.C.House, Opp. Duliram Pendawala, Pratap Road, Raopura, Vadodara.	29 <sup>th</sup> September, 2011	11:00 A.M	Yes
Annual	2011-12	1st Floor,	30th	11:00 A.M	Yes

General Meeting		A.C.House, Opp. Duliram Pendawala, Pratap Road, Raopura, Vadodara.	September, 2012		
Annual General Meeting	2012-13	1st Floor, A.C.House, Opp. Duliram Pendawala, Pratap Road, Raopura, Vadodara.	28 <sup>th</sup> September, 2013	11:00 A.M	Yes

Details for Special Resolution had passed in AGM:

### **2013**

Following resolution passed as Special Resolution.

- (1) Explore new for the company's business and to take necessary steps pursuant to Section 61
- (2) Authority to sale or dispose off any property, plant & or machinery where over situated both present & future of the company.

### **2012**

Following resolution passed as Special Resolution.

- (1) Explore new for the company's business & also consider for the diversify in the business and to take necessary steps pursuant to Section 61
- (2) Authority to sale or dispose off any property, plant & or machinery where over situated both present & future of the company.2014

### **2011**

Following resolution passed as Special Resolution.

- (1) Explore new for the company's business and to take necessary steps pursuant to Section 61

(2) Authority to sale or dispose off any property, plant & or machinery where over situated both present & future of the company.

**12. High / Low of Monthly Market Price** of the Companies Equity Shares traded on Mumbai Stock Exchange during the Financial year 2013-14 is furnished below:

High:- Rs. 31.50, Low :- Rs. 6.75

**13. Distribution of Shareholding as on 31<sup>st</sup> March - 2014.**

**On the basis of shares held**

SHARE HOLDING OF NOMINAL VALUE OF			SHARE HOLDERS		SHARE AMOUNT	
Rs.	Rs.	Number	% to Total	In Rs.	% to Total	
(1)		(2)	(3)	(4)	(5)	
Upto	- 5,000	616	92.99	9723000	18.52	
5,001	- 10,000	0	0	0	0	
10,001	- 20,000	0	0	0	0	
20,001	- 30,000	0	0	0	0	
30,001	- 40,000	1	0.17	354000	0.67	
40,001	- 50,000	36	6.22	10479000	19.96	
50,001	- 1,00,000	0	0	0	0	
1,00,001 and above		8	0.62	31944000	60.85	
TOTAL		661	100.00	52500000	100.00	

**Shareholding pattern as on 31st March, 2014**

Category	No of Shares held	% of Shareholding
a. Promoters and persons who may be deemed to be acting in concert including promoter/directors group Companies	31,94,400	60.85
b. Financial Institution/Banks	0	0.00
c. Bodies Corporate	35,400	0.67
d. Indian public	20,20,200	38.48
TOTAL	52,50,000	100.00

Dematerialization of shares: As on 31-03-2014 Demat shares accounted for 32,65,600/-Equity Shares of total equity.

**14. Listing on Stock Exchanges:**

The Stock Exchange – Mumbai, P.J. Tower, Dalal Street, Mumbai – 400 001.

The Stock Exchange – Vadodara. Fortune Tower, Sayajigunj, Vadodara-390 005.

**15. Investor Correspondence :** All enquiries, clarifications and Correspondence should be addressed to the compliance officer at the following address.

**16. Compliance Officer :** Mr. Kumar Acharya

**17. Address for Correspondence :**

**Rudraksh Cap-Tech Ltd.**

301, Camps Corner, Opp. SRP Group-4, Near D-Mart,  
Makarpura, Vadodara – 390 010, Gujarat

E-mail- [rudrakshcaptech@gmail.com](mailto:rudrakshcaptech@gmail.com)

Website :- [www.rudrakshcap-tech.com](http://www.rudrakshcap-tech.com)

**Big Share Services Pvt. Ltd.**

E-2/3, Ansa Ind. Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai-400 072.

Phone: 91-22-2847 0652, 40430200 Fax: 91-22-2847 5207

Email: [rutika@bigshareonline.com](mailto:rutika@bigshareonline.com), [flavia@bigshareonline.com](mailto:flavia@bigshareonline.com)

**18. Compliance Certificate of the Auditors:**

The statutory Auditors have certified that the company has complied with the conditions of corporate governance as stipulated in clause 49 of the Listing Agreement with the Stock Exchange and the same is annexed to the Directors Report and Management Discussion and Analysis. The Certificate from the statutory Auditors will be sent to the listed stock exchange along with the annual return of the Co.

**Date : 01/09/2014**

**For And on Behalf of the Company**

**Place : Vadodara**

**Sd/-  
(Hitesh Choksi)  
Director**

**Sd/-  
(Sanjay Choksi)  
Director**

## DECLARATION

As provided under clause 49 of the Listing Agreement with the Stock Exchange, all Board members and Senior Manager personnel have affirmed compliance with RUDRAKSH CAP-TECH LIMITED Code of Business conduct and ethics for the year ended 31<sup>st</sup> March, 2014.

**Date: 01/09/2014**

**For And on Behalf of the Company**

**Place: Vadodara**

**Chairperson**



**RUDRAKSH CAP-TECH LIMITED**  
**A C HOUSE PRATAP ROAD**  
**RAOPURA, BARODA - 390001**  
**BALANCE SHEET AS AT 31ST MARCH, 2014**

Particulars	Schedule	Rs. 2014	RS. 2013
<b>EQUITY AND LIABILITIES:</b>			
<b>1 Shareholders funds :</b>			
A. Share Capital	[A]	52,500,000	52500000
B Reserve & surplus	[B]	898,633	709990
<b>2 Share application money pending allotment</b>			
-			
<b>3 Non-Current Liabilities</b>			
a) longterm borrowings	[C]	1,771,197	1771197.00
b) deferred tax	[D]	9,641	9641
<b>4 Current Liabilities</b>			
a) Trade payable	[C]	135,000.00	0.00
b) provisions	[F]	741,298.87	522928.00
<b>TOTAL</b>		<b>56,055,769.93</b>	<b>55,513,756.00</b>
<b>ASSETS:</b>			
<b>1 Non-current assets</b>			
-			
a) Fixed assets	[G]	Nil	Nil
b) Non-current investment	[H]	0	-
c) long term loans and advances	[I]	1137829.15	1,137,830.00
d) other noncurrent assets	[J]	807578	807,578.00
<b>2 Current assets</b>			
a) Current investments		7,191,875	7191875.00
b) Inventories	[K]	21,165,986	21165986.00
c) Cash and cash equivalents	[L]	209,984	207,714
d) Short-term loans and advances	[M]	154,944.00	-
e) Sundry debtors	[N]	25,387,573.36	25,002,773.00
<b>TOTAL</b>		<b>56,055,769.93</b>	<b>55,513,756.00</b>
<b>Notes to the financial Statements</b>			
		-	-

**For Bharat Parikh & Associates  
Chartered Accountants**

**For Rudraksh Cap-Tech Limited**

**(Bharat Parikh)  
Partner**

**Director**

**Director**

**Date: 01 /09/2014  
Place: Vadodara**

**Date:01 /09 /2014  
Place: Vadodara**

## RUDRAKSH CAP-TECH LIMITED

### Statement of Profit and loss for the year ended 31.03.2014

( Amount in ` )

Particulars	Note No.	Year ended 31.03.2014	Year ended 31.03.2013
I. Revenue from operations	[O]	905,000	862,000
II. Other income	[P]	-	-
<b>III. Total Revenue (I + II)</b>		<b>905,000</b>	<b>862,000</b>
<b>IV. Expenses:</b>			
Purchases of Stock-in-Trade			-
Changes in inventories of finished goods			-
Employee benefits expense	[Q]	205,000	12,500
Finance costs			
Depreciation and amortization expense			
Other expenses	[R]	427,000	750,120
<b>Total expenses:</b>		<b>632,000</b>	<b>762,620</b>
<b>Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>273,000</b>	<b>99,380</b>
VI. Exceptional items			
<b>VII. Profit before extraordinary items and tax (V - VI)</b>		<b>273,000</b>	<b>99,380</b>
VIII. Extraordinary Items			
<b>IX. Profit before tax (VII- VIII)</b>		<b>273,000</b>	<b>99,380</b>
<b>X Tax expense:</b>			
(1) Current tax		84,357	30,708
(2) Deferred tax			-
<b>Profit (Loss) for the period from continuing operations (IX-X)</b>		<b>188,643</b>	<b>68,672</b>
XII Profit/(loss) from discontinuing operations			-
XIII Tax expense of discontinuing operations			-
<b>Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>			-
<b>XV Profit (Loss) for the period (XI + XIV)</b>		<b>188,643</b>	<b>68,672</b>
<b>XVI Earnings per equity share:</b>			
(1) Basic		0.04	0.01
(2) Diluted			0

Notes to the financial Statements

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For and on behalf of the Board

As per our report of even date

**For Rudraksh Cap-Tech Limited**

**DIRECTORS**

Date: 01/09/2014

Place: Vadodara

**For BHARAT PARIKH & ASSOCIATES  
Chartered Accountants**

**(BHARAT PARIKH)**

**Partner**

Date: 01/09/2014

Place : Vadodara

**RUDRAKSH CAP-TECH LIMITED**

**SCHEDULE FORMING PART OF BALANCE SHEET AS AT 31-03-2014**  
 (As required in terms of paragraph 9BB of Non-Banking Financial  
 Prudential Norms (Reserve bank) Directions 1998)

	PARTICULARS	Amt. (Rs.) As At 31-03-2014	Amt. (Rs.) As At 31-03-2013
	<b><u>EQUITY AND LIABILITIES</u></b>		
	<b>1 Shareholder's Funds:</b>		
[A]	<b>Sare Capital:</b>		
i	<b><u>AUTHORISED</u></b>		
	60,00,000 Equity Share of Rs.10/- Each.	60,000,000	60,000,000
ii	<b><u>ISSUED, SUBSCRIBED &amp; PAID UP</u></b>		
	52,50,000 Equity Shares of Rs.10/- Each.	52,500,000	52,500,000
iii	Shareholders holding more than 5% shares:		
	<b>Total</b>	<b>52,500,000</b>	<b>52,500,000</b>
[B]	<b><u>Reserves and surplus:</u></b>		
	<b><u>i. RBI Statutory Reserves</u></b>		
	At the beginning of accounting period		
	Additions during the year		
	At the end of accounting period	-	-
	<b><u>ii. Provision for STD. Assets:</u></b>		
	At the beginning of accounting period		
	Additions during the year		
	At the end of accounting period	-	-
	<b><u>iii. Surplus:</u></b>		
	At the beginning of accounting period	709,990	641,318
	Additions during the year	188,643	68,672
	Transfer to RBI Statutory Reserve		
	Provision for STD Assets		
	At the end of accounting period	898,633	709,990
		898,633	709,990
3	<b><u>Non-current liabilities</u></b>		
[C]	<b>a) long term borrowing:</b>		
	Loan from directors	1,271,197	1,271,197.00
	deposit by maim dhal mills pvt. Ltd.	500,000	500,000
	Term loan		
		1,771,197	1,771,197
[D]	<b>b) deferred tax :</b>		
	deferred tax liability	9,641	9,641
4	<b><u>Current Liabilities</u></b>		
[E]	<b>a) Trade payables:</b>		
	sundry creditors for expences	135,000	
[F]	<b>b) Provisions</b>		
	Audit fees payable	183,416	160,944
	provision for incometax 2011-12	116,930	116,930
	Provision for Income tax 2010-11	125,002	125,002
	Provision for Income tax 2012-13	30,708	30,708
	Provision for income tax 2013-14	84,357	
	BSE fees payable	89,344	89,344
	provision for expences	111,542	
		741,299	522,928
	<b><u>ASSETS:</u></b>		
1	<b><u>Non-current Assets</u></b>		
[G]	a) fixed assets	Nil	Nil

[H]	b) Non-current investment		
	(i) Quated equity shares	-	-
	(ii) UnQuated equity shares	-	-
		-	-
[I]	c) Longterm loans and Advances	890,875	890,875
	<b>security deposits</b>		
	Anagram Finance Limited	22,903	22,903
	BSE Public issue Listing Deposit	170,000	170,000
	G.L.F. Limited (causion mony)	3,000	3,000
	Hutchison Max Telecom P. Ltd	1,500	1,500
	Neena Doshi (office Premises)	7,000	7,000
	NSE initial deposit	3,000	3,000
	Telephone deposit Baroda	39,000	39,000
	National Security Deposit	552	552
		<b>1,137,830</b>	<b>1,137,830</b>
[J]	d) other non-current assets		
	(a) priliminary expenditure	501,987	501,987
	(b) share issue expenditure	305,591	305,591
		<b>807,578</b>	<b>807,578</b>
2	<b>Current Assets</b>		
[K]	<b>a) Inventories:</b>	931,861	931,861
	(As taken ,valued and certified by the management)		
	Shares	20,234,125	20,234,125
	(Valued at cost or Fair market value whichever is lower)		
		<b>21,165,986</b>	<b>21,165,986</b>
	<b>b) Current investments</b>	7,191,875	7,191,875
		<b>7,191,875</b>	<b>7,191,875</b>

	<b><u>c) Cash and cash equivalents:</u></b>		
[L]	<b><u>i) Balance with Banks:</u></b>		
	In current accounts	3,016	746
	In fixed Deposit accounts		
	ii Cheque in hand		
	iii Cash on Hand	206,968	206,968
		<b>209,984</b>	<b>207,714</b>
[M]	<b><u>d) Loans and advances:</u></b>		
	<b>(Unsecured considered good unless otherwise stated)</b>		
	<b>(a) short term</b>		
	i. Advance to parties :		
	Related parties	Nil	Nil
	Others :	-	-
	western Agro tech In. ltd	121,944	
	Hitesh bhai	33,000	
	<b>(b) long term</b>		
	ii Deposits		
		<b>154,944</b>	-
[N]	<b><u>e) Sundry Debtors</u></b>		
	good	16,999,901	16,615,101
	doubtful	8,387,672	8,387,672
		<b>25,387,573</b>	<b>25,002,773</b>
	<b><u>Notes On Statement of Profit and Loss:</u></b>		
I	<b><u>Revenue form operations:</u></b>	450,000	862,000
[O]	<b><u>Other oprating income</u></b>	455,000	-
		905,000	862,000
II	<b><u>other income :</u></b>		
[P]	Net gain/loss on sale of fixed assets		
	Other non-operating income	-	-
IV	<b><u>Expenses:</u></b>		
	<b><u>Purchase of stock in trade:</u></b>		
	<b><u>Changes in Inventories of Finished Goods:</u></b>		
	At the beginning of accounting period		
	At the end of accounting period	-	-
[Q]	<b><u>Employee Benefit Expenses:</u></b>	205,000	12,500
		205,000	12,500
[R]	<b><u>Other Expenses:</u></b>		
	Travel exp.		
	consulting fees	55,000	16,025
	Bank Charges	3,667	7,371
	Audit fees	22,472	22,472
	office expense		71,199
	cdsl fees	3,372	1,103
	Penalty	-	631,950
	other exp	342,489	-
		<b>427,000</b>	<b>750,120</b>

**RUDRAKSH CAP-TECH LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED**  
**ON 31<sup>ST</sup> MARCH 2014**

Sr. No.	PARTICULARS	FOR THE YEAR ENDED 31/3/2014	
		Rs.	Rs.
<b>A</b>	<b>Cash Flow from Operating Activities</b>		
	Net Profit before Tax and Prior Period Adjustment		272999.57
	<b>Adjustments for:</b>		
	depreciation		
	interest		
	profit on sale of fixed assets		
	<b>Operating Profit before Working Capital changes</b>		272999.57
	<b>Adjustments for:</b>		
	trade and trade receivable		
	audit fees payable		22472
	<b>Cash Generated from Operations before extra- ordinary Items</b>		295471.57
	interest paid		
	issue expense		
	direct tax paid		
	income tax earlier		
	i.t refund		
	<b>Cash flow from Extra ordinary Items</b>		
	<b>Net Cash from Operations (A)</b>		295471.57
<b>B</b>	<b>Net Cash Flow from Investing Activities</b>		0
	purchase of fixed assets		
	sale of fixed assets		
	investment		
	sale of investment		
<b>C</b>	<b>Net Cash Flow from Financing Activities</b>		0
	proceeds from issue of share capital		
	proceeds from long term borrowings		845000
	proceeds from short term borrowings		0



proceeds from share application money

**Net Increase (Decrease) in Cash & Cash equivalents (A+B+C)**

**1140472**

Cash and cash equivalent opening balance :	207714
Cash and cash equivalent closing balance :	209984.42

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## Compliance Certificate

To,  
The Members,  
Rudraksh Cap-Tech Limited  
10,Basement, Maheshwar Darshan  
Building, Opp. Aasha Parekh Hospital,  
S.V.Road, Santacruz(w),  
Mumbai - 400 054.

We have examined the compliance of Corporate Governance by **RUDRAKSH CAP-TECH LIMITED** for the year ended on 31" March, 2014, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations 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 no investor grievance(s) is/ are pending for a period exceeding for one month against the Company as per the records maintained by the Shareholders/Investors Grievance Committee.

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

Date :- 01/09/2014

For Bharat Parikh & Associates

Place :- Vadodara

Chartered Accountants

(Bharat Parikh)  
(Senior Partner)  
M. No. 038204

AUDITORS' REPORT

To,  
The Members,  
Rudraksh Cap -Tech Limited.  
Mumbai

1. We have audited the attached Balance Sheet of **Rudraksh Cap Tech Limited** as at **31st March 2014**, Profit and Loss Account and also the Cash flow of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with Auditing Standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that;
  - i. 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.
  - ii. In our opinion, the company has kept proper books of account as required by law so far as appears from our examination of those books, **except for matters referred in below mentioned paragraphs and notes to the accounts.**

iii. The Balance Sheet and Profit and Loss Account and Cash Flow statement dealt with by this Report are in agreement with the books of account. **Except for matters referred in below mentioned paragraphs and notes to the accounts.**

iv. In our opinion, the Balance Sheet and Profit and Loss Account and Cash Flow statement dealt with this Report comply with the Accounting Standards referred to in Sub-section (3C) of section 211 of the Companies Act, 1956 **except for matters referred in below mentioned paragraphs and notes to the accounts.**

v. On the basis of written representations received from the Directors, as on 31st March, 2014 and taken on record by the Board of Directors, **We report that None of the Directors of the Company are prime facie as at 31st March, 2014 disqualified from being appointed as Director in terms of Clause (g) of Sub-Section (1) of Section 274 of the Companies Act, 1956.**

vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts does not give the information required by the Companies Act, 1956, in the manner so required and does not give a true and fair view in conformity with the accounting principles generally accepted in India.

(a) In the case of the Balance Sheet, of the state of affairs of the Co. as at **31st March, 2014.**

(b) In the case of the Profit and Loss Account, of the Loss for the Year ended on that date.

(c) In the case of the Cash flow statement, of the cash flows for the year ended on that date.

**Subject to -**

- **No Provision has been provided in the financial statements which, in our opinion, is in accordance with the prudential Accounting norms as per Non-Banking Financial Companies Prudential Norms (Reserve Bank ) Directions, 1998. This is the result of a decision taken by management at the start of the preceding Financial year and caused us to qualify our audit opinion on the financial statements relating to the year, with result the profit for the year ended 31st March, 2014 should be reduced accordingly.**

- **Non-provision of doubtful debt referred to the preceding paragraph in our opinion, the Balance sheet and profit & Loss accounts comply with the accounting standard referred to in sub-section (3c) of section 211 the Companies Act, 1956.**

- **For the effect on the financial statement of non-provision of doubtful debts referred to in paragraph (b) foregoing, the said financial statements read together with the other notes thereon does not give the information required by the Companies**

Act,1956 in the manner so required and hence does not give a true and fair view in conformity with the accounting principles generally accepted in India.

- The company has not complied with the prudential norms on income recognition, Accounting Standards, assets classification, provisioning for bad and doubtful debts and concentration of credit / investments as specified in the directions issued by the RBI in terms of the Non-Banking Financial Companies Prudential Norms ( Reserve Bank ) Directions, 1998.

- Non - compliance with Capital adequacy ratio with the minimum Capital to Risk Assets Ratio prescribed by the RBI.

- The company has not complied with the prescribed liquidity requirements and not kept the approved securities with the designated bank.-

- The company has not complied with Accounting Standard - 9 in respect of "Revenue Recognition".

-Company has not provided any interest on non-payment of previous year taxation dues.

- Note No.1 relating to retirement a benefit as per Accounting slandered- 15 which is accounted for on payment basis. The extent of noncompliance in value terms is not ascertainable.

- Note No 2 relating to non provision of Deferred Tax as per the Accounting Standard-22, the amount is not ascertainable.

- Note No. 3 relating to appreciation in the value of quoted/unquoted investments and amount credited to profit and loss accounts is not as per the treatment of entry of investment laid down in Accounting Standard- 13 & Accounting Standard-9 in the financial year 2013-2014 and also contravene the RBI Guidelines .

- Note No.4 relating to Non provision of decaling value of Loan & Advances and are subject to confirmation /verification, the amount is not ascertainable.

Date: - 01/09/2014

for Bharat Parikh & Associates

Place: - Vadodara

Chartered Accountants  
(Bharat Parikh)  
(Partner)  
M. No. - 038204

## Annexure to Auditors' Report

*(referred to in paragraph 2 of our Report of even date)*

1. In respect of its fixed assets:

(a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.

(b) The management during the year has not physically verified all the fixed assets in phased periodic manner, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such physical verification.

(c) In our Opinion, the Company has not disposed of substantial part of fixed assets during the year and the going concern status of the Company is not affected.

2. In respect of its inventories:

(a) As explained to us, inventories have been physically verified by the management at regular intervals during the year by the management. In our opinion, the frequency of verification is reasonable.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) The Company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventory as compared to the book records.

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: The company has neither taken nor granted any loans or advances in the nature of loans to parties covered in the register maintained under Section 301 of The Companies Act, 1956. Hence, the question of reporting whether the terms and condition of such loans are prejudicial to the interest of the company, whether reasonable steps for recovery / repayment of over dues of such loans are taken, does not arise.

4. In our opinion and according to the information and explanations given to us, **there are not adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to gross income, commission, bank transaction.**

5. In respect of transactions covered under Section 301 of the Companies Act, 1956:-

(a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements that needed to be entered into in the Register maintained under Section 301 of the Companies Act, 1956 have been so entered.

(b) In our opinion and according to the information and explanations given to us, each of these transactions aggregating to Rs. 5,00,000/- (Rupees Five Lacks only) or more in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

6. The company is not a Non-Banking Financial Company which is an investment company, not accepting public deposits and which has invested not less than 90% of its assets in the securities of its group holding / subsidiaries companies as long term investments.

( i ) In our opinion and according to the information given to us, the Board of Directors has passed a resolution for the non-acceptance of the public deposits.

( ii ) In our opinion and according to the information given to us, the company has not accepted any public deposits during the year.

( iii ) In our opinion and according to the information given to us, the company has, through a Board resolution, identify the group/holding / subsidiary companies.

( iv ) In our opinion and according to the information given to us, the cost of investments made in the group of holding or subsidiary company is less than 90% of the cost of the total assets of the company at any point of time throughout the accounting year.

( v ) In our opinion and according to the information given to us, the company has continued to hold the securities of group or holding or subsidiary companies as long term investments and has not traded in those investments during the accounting year.

7. In our opinion, **the Company has not an internal audit system commensurate with the size and the nature of its business.**

8. Maintenance of Cost Records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for the year under review

9. In respect of statutory dues:

(a) According to the records of the Company, Provident Fund dues have been regularly deposited during the year with the appropriate authorities. We have been informed that the provisions of the Employees' State Insurance Scheme are not applicable to the Company.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income Tax, Wealth-tax, Sales-tax, Custom-duty and Excise-duty, Cess etc., were outstanding as on 31st March, 2014 for a period of more than six month from the date they become payable; and the Company is regular in depositing undisputed statutory dues with the appropriate authorities.

(c) According to the information and explanations given to us, there are no dues of Sales Tax, Income tax, Customs duty, Wealth tax, Excise duty, and Cess, which have not been deposited on account of any dispute.

10. In our opinion, the accumulated losses of the Company are not more than fifty percent of its net worth. The Company has not incurred cash losses during the financial year covered by our audit or in 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 any financial institution, bank or debenture holders.

12. In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.

13. In our opinion, the Company is not a Chit Fund or a Nidhi Mutual Benefit Fund/Society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.

14. As per the records of the Company and the information and explanations given to us by the management, **the Company has not maintained the records of its dealings in shares, debentures, securities and other investments.**

15. In our opinion, the Company has not given guarantees for loans taken by others from banks or financial institutions.

16. According to the records of the company, the company has not obtained any term loans. Hence, comments under the clause is not called for.

17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on



short-term basis have been used for long-term investment and no long-term funds have been used to finance short-term assets.

**18.** During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.

**19.** The Company has not issued any debentures and hence Company has not created securities.

**20.** The Company has not raised any money by way of public issue during the year.

**21.** In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year that causes the financial statements to be materially misstated.

**Date: 01/09/2014**

**For Bharat Parikh & Associates**

**Place: Vadodara**

**Chartered Accountants  
(Bharat Parikh)  
(Partner)  
M. No. 038204**

**RUDRAKSH CAP-TECH LIMITED**

**Annexure as per Clause 32 of Listing Agreement**  
**Cash Flow Statement for the Year ending 31.03.2014**

Sr. No.	PARTICULARS	YEAR ENDED 31/3/2014 Rs.
<b>A</b>	<b>Cash Flow from Operating Activities</b>	
	Net Profit before Tax and Prior Period Adjustment	272999.57
	<b>Adjustments for:</b>	
	depreciation	
	interest	
	profit on sale of fixed assets	
	<b>Operating Profit before Working Capital changes</b>	272999.57
	<b>Adjustments for:</b>	
	trade and trade receivable	
	audit fees payable	22472
	<b>Cash Generated from Operations before extra- ordinary Items</b>	295471.57
	interest paid	
	issue expense	
	direct tax paid	
	income tax earlier	
	i.t refund	
	<b>Cash flow from Extra ordinary Items</b>	
	<b>Net Cash from Operations (A)</b>	295471.57
<b>B</b>	<b>Net Cash Flow from Investing Activities</b>	0
	purchase of fixed assets	
	sale of fixed assets	
	investment	
	sale of investment	
<b>C</b>	<b>Net Cash Flow from Financing Activities</b>	0
	proceeds from issue of share capital	
	proceeds from long term borrowings	845000
	proceeds from short term borrowings	0
	proceeds from share application money	

**Net Increase (Decrease) in Cash & Cash equivalents (A+B+C)**

**1140472**

Cash and cash equivalent opening balance :	207714
Cash and cash equivalent closing balance :	209984.42

**AUDITORS REPORT:-** We have examined the attached Cash Flow Statement of Rudraksh Cap-Tech Limited for the year ended 31st March'2014. The Statement has been prepared by the Company in accordance with listing requirements of the listing agreement with Stock Exchange and is based on and derived from the audited accounts of the company for the year ended 31st march'2014.

**Place : Vadodara**

**Date : 01/09/2014**

**For Bharat Parikh & Associates**

**Chartered Accountants**

**Bharat Parikh  
( Senior Partners )**

**ADDITIONAL INFORMATION PURSUANT TO PART II of SCHEDULE VI TO THE COMPANIES ACT, 1956**

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

**I. REGISTRATION DETAILS**

REGISTRATION NUMBER - 067473  
STATE CODE - 11  
BALANCE SHEET DATE - 31.03.2014

**II. CAPITAL RAISED DURING THE YEAR (AMOUNT IN RS. THOUSAND)**

PUBLIC ISSUE	RIGHT ISSUE	BONUS ISSUE	PRIVATE PLACEMENT
NIL	NIL	NIL	NIL

**III POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (AMOUNT IN RS. THOUSANDS)**

TOTAL LIABILITIES	TOTAL ASSETS
56055.76	56055.76

**SOURCES OF FUNDS**

PAID UP CAPITAL	RESERVE & SURPLUS	SECURED LOANS	UNSECURED LOANS
52,500	898.63	NIL	1771.19

**APPLICATIN OF FUNDS**

NET FIXED ASSETS	INVESTMENTS NET	CURRENT ASSETS	MIS. EXP
0	0	54110.36	-

**ACCUMULATED LOSSES: - NIL**

**IV. PERFORMANCE OF COMPANY (AMOUNT IN RS. THOUSANDS)**

INCOME	TOTAL EXP	PROFIT/ (-) LOSS BEFORE TAX	PROFIT/ (-) LOSS AFTER TAX
905.00	632.00	273.00	188.64

EARNING PER SHARE    DILUTED EARNING PER SHARE    DIVIDEND RATE%

0.01

NIL

0

V. GENERIC NAMES OF THE THREE PRINCIPAL PRODUCTS OF THE CO.

- a. ITEM CODE NO : (ITC CODE)    -    Not Applicable  
PRODUCT DESCRIPTION            -    Finance & Investment
- b. ITEM CODE NO : (ITC CODE)    -    Not Applicable  
PRODUCT DESCRIPTION            -    Finance & Investment

**Subject to our report of even date**

**For & on behalf of Board**

**For Bharat Parikh & Associates**

**For Rudraksh Cap-Tech Limited**

**Chartered Accountants**

**Senior Partner  
(BHARAT PARIKH)  
M NO.- 038204**

**SANJAY CHOKSI  
(Director)**

**HITESH CHOKSI  
( Director)**

**Date: 01/09/2014**

**Place: Vadodara**

**Rudraksh Cap-Tech Limited**  
**Regd. Off.: 10, Basement, Maheshwar Darshan Building, Opp Aasha Parekh**  
**Hospital, S.V.Road, Santacruz (W), Mumbai, Maharashtra 400054**

**ATTENDANCE SLIP**

**ANNUAL GENERAL MEETING - 30<sup>th</sup> September, 2014 At 11.00 A.M.**

<b>DP Id.</b>		<b>Client Id. / Ben.</b> <b>A/c.</b>	
<b>Folio</b> <b>No.</b>		<b>No. of Shares</b>	

I certify that I am a registered shareholder/Proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the **ANNUAL GENERAL MEETING** of the Company being held on 30<sup>th</sup> September, 2014 at 11.00 A.M at 10, Basement, Maheshwar Darshan Building, Opp Aasha Parekh Hospital, S.V.Road, Santacruz (W), Mumbai Maharashtra 400 054

\_\_\_\_\_

Full Name of the Shareholder / Proxy (In Block Letter)

\_\_\_\_\_

Signature

=====

**Proxy form**

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

**CIN:** L65910MH1992PLC067473

**Name of the company:** RUDRAKSH CAP TECH LIMITED

**Registered office:** 10, Basement, Maheshwar Darshan Building, Opp Aasha Parekh Hospital, S.V.Road, Santacruz (W), Mumbai Maharashtra 400054

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

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

1. Name: .....  
 Address: .....  
 E-mail Id: .....  
 Signature:.....,or failing him,

2. Name: .....  
 Address: .....  
 E-mail Id: .....  
 Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the 30<sup>th</sup> September, 2014 at 11.00 a.m. at 10, Basement, Maheshwar Darshan Building, Opp Aasha Parekh Hospital, S.V.Road, Santacruz (W), Mumbai Maharashtra 400054 and at any adjournment thereof in respect of such resolutions as are indicated below:

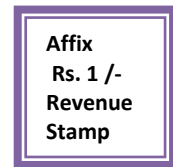
Res No.	Description	For	Against
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2014		

2	Re-election of Mr. Sanjay Choksi as a Director of the Company		
3	Appointment of M/S N. JANI & CO., Chartered Accountants,(REGISTRATION NO.- 134162W) as a Statutory Auditors of the Company and to fix their remuneration for the financial year ending as on 31 <sup>st</sup> March, 2015		
4	Appointment of Mr. NARAYAN ACHARYA ( DIN NO 06885894 ) as an Independent Director of the Company		
5	Appointment of Mr. ANIRUDH P. SETHI the Director (06864789) as MANAGING DIRECTOR of the Company		
6	Alter and amend Articles of Association of the Company`		
7	Increase Authorised Share Capital of the Company from Rs. 6 Crore to Rs. 11 Crore		

Signed this.....day of..... 2014

Signature of Shareholder

Signature of Proxy holder(s)



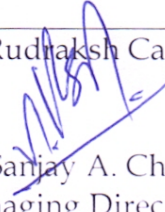

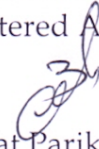

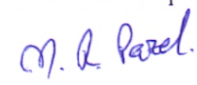
*Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*



FORM A

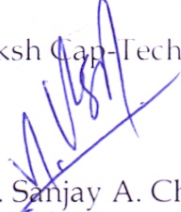
Format of covering letter of the annual audit report to be filed with the stock exchanges

[Clause 31 (a) of the Listing Agreement]

1.	Name of the Company	Rudraksh Cap-Tech Limited
2.	Annual Financial Statement for the year ended on	31 <sup>st</sup> March, 2014
3.	Type of Audit observation	Un-Qualified
4.	Frequency of Observation	N.A.
5.	To be signed by	For Rudraksh Cap-Tech Ltd.
	• CEO and Managing Director	 Mr. Sanjay A. Choksi (Managing Director) 
	• CFO	N.A.
	• Auditors of the Company	For Bharat Parikh & Associates, Chartered Accountant  Bharat Parikh (Senior Partner) (Membership No.38204) 
	• Audit Committee Chairman	For Rudraksh Cap-Tech Ltd.  Mr. Mahesh R. Patel (Chairman of the Audit committee)

For Rudraksh Cap-Tech Ltd.



  
 Mr. Sanjay A. Choksi  
 (Managing Director)