

TWENTI-THIRD ANNUAL REPORT

FOR

THE YEAR ENDED - 31ST March-2015

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. Pragnesh R. Pandya - CEO/Director
Mr. Anirudh P. Sethi - Director/Promoter
Mr. Narayan D. Acharya - Independent Director
Mr. Satish K. Shetty - Additional Director
Mr. Semwal Dhanesh G. - Additional Director

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

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
Website :- www.rudrakshcap-tech.com

AUDITORS :- M/s. N. Jani & Co.,
Chartered Accountants,
103, Dipam Residency,
B/h Petrolpump
R.C. Dutt Road,
Alkapuri, Vadodara - 390 007.

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

NOTICE

Notice is hereby given that the 23rd ANNUAL GENERAL MEETING of the company will be held on Wednesday , the 30th September - 2015 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 2015, the statement of Profit and Loss for the financial year ended on that date, notes forming part there the cash flow statement together with the report of board of directors and the Reports of the Auditors thereon.
2. To Appoint a Director in place of Mr. ANIRUDH SHETTY (DIN No 06864789) Who retires by rotation in terms of Sec 152(6) of the COMPANIES ACT 2013 And being eligible 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 the appointment of M/s. MAYUR SHAH & ASSOCIATES - CHARTERED ACCOUNTANT-AHMEDABAD (registration no.106125W) be and are hereby Appointed as auditors of the company to hold office from the conclusion of this 23rd ANNUAL GENERAL MEETING(AGM) held on 30th September ,2015 till the conclusion of 29th AGM held for the Financial year ending 2020 (Subject to the ratification of the Appointment by the members by the 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 an ordinary business:

“RESOLVED THAT Mr.SATISH SHETTY KOROGAPPA, Din no 06988863 who was appointed as an Additional Director of the company by the board of directors with effect from 08/10/2014 and who holds office up to the forth coming annual general meeting u/s 161 of the companies act, 2013 (“the act”) and article 86 of the ARTICLES OF ASSOCIATION of the company and who is eligible for appointment and has consented to act as a director of the company and in respect of whom the company has received a notice in writing from a member under section 160 of the act proposing a candidature

for the office of the director be and is hereby appointed as a director of the company.

- 5 to consider and, if thought fit, to passed with or without modification (s), the following resolution as an ordinary business:

“RESOLVED THAT Mr. SEMWAL GOVINDRAM DHANESH Din no. 06988865 who was appointed as an Additional Director of the company by the board of director with effect from 08/10/2014 and who holds office up to the forth coming annual general meeting u/s 161 of the companies act, 2013 (“the act”) and article 86 of the ARTICLES OF ASSOCIATION of the company and who is eligible for appointment and has consented to act as a director of the company and in respect of whom the company has received a notice in writing from a member under section 160 of the act proposing a candidature for the office of the director be and is hereby appointed as a director of the company.

- 6 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 SATISH SHETTY KOROGAPPA DIN NO-06988863), Director of the company w.e.f. 08-10-2014 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 August 2020.”

Date : 01/09/2015

For And on Behalf of the Company

Place : Vadodara

S/d	S/d
(Anirudh P. Sethi)	(Pragnesh R. Pandya)
Director	CEO/Director

Registered office :

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

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.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting right. A member holding more than ten percent of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 26th September, 2015 to Tuesday, 29th September, 2015 (both days inclusive).
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 demat 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 the provisions Section 108 and other applicable provisions if any of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 as amended and clause 35B of the listing agreement and in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13th 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) from a place other than the venue of the meeting (remote e-voting)

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 24th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their e-voting right at the meeting. The member who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

The company has Appointed C.S. RUPAL PATEL, AHMEDABAD, Company Secretary in Practice as the scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The company has engaged services of **Link Intime India Pvt. Ltd., The Registrar & Transfer Agent, At - B-102,103 Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390 020, Gujarat.** as the agency to provide e-voting facility through 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
- (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 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:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</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	<p>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.</p>
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">• Please enter the DOB or Dividend Bank Details in order to login. <p>If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

(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
- 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. 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 e-voting period begins on 27th Sep., 2015 (10.00 to 5.00 A.M.-P.M) and ends on 29th Sep., 2015 (10.00 to 5.00 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 25th Sep., 2015, 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 under help section or write an email to helpdesk.evoting@cdslindia.com

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 25th Sep.-2015, 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 27th Sep., 2015 and will end at 29th Sep., 2015.

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. Link Intime India 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 **Link Intime India 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. The members holding shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold the shares in physical form are requested to write their folio numbers in attendance slip for attending the meeting.
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.
13. Members who have shareholding in multiple accounts in identical names or joint accounts in the same order are requested to send all the share certificate(s) to the registrar and share transfer agent, **Link Intime India Pvt. Ltd., At - B-102,103 Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390 020, Gujarat.** for consolidated of all such shareholding into one account to facilitate better service.
14. Individual member can now take the facility of making nomination of their holding. The nominee shall be the person in whom all right of transfer and/or amount payable in respect of shares shall vest in the event of the death of the member and the joint-holder(s), if any. A minor can be a nominee provided the name of the guardian is given in the nomination form. Non -individuals including society, trust, body corporate, partnership firm, karta of hindu undivided family, holder of power

of attorney cannot nominate. For further detail in this regard members may contact **Link Intime India Pvt. Ltd.**, the registrar and share transfer agent of the company.

15. The MCA has taken a "Green initiative in corporate governance" allowing paperless compliances by the companies through electronic mode. Companies are now permitted to send various notices/documents to its members through electronic mode to the registered e-mail addressed of members. Keeping in view the underlying theme and the circular issued by MCA, the company proposes to send all document to member s like general meeting notices (including AGM) , audited financial statements, directors' report, auditors' report etc. To the member through e-mail. Member holding share in dematerialised form are requested to register their e-mail ID with their depository participants and members holding share in physical form are requested to register their e-mail ID with registrar and share transfer agent of the company i.e. **Link Intime India Pvt. Ltd.**, At - B-102,103 Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390 020, Gujarat.
16. The notice of the 23rd AGM and instruction for e-voting, along with attendance slip and proxy form, is being sent by electronic mode to all the member whose e-mail address are registered with the company/depository participant(s) for communication purpose unless any member has requested for a hard copy of the same. For member who have not registered their e-mail addresses, physical copied of the annual report 2014-15 are being sent by permitted mode.
17. Members may also note that the notice of the 23rd AGM and the Annual Report 2014-15 will be available on the company's website, www.rudrakshcap-tech.com

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

AGENDA 02-- Appointment of Additional Director to be the Director retiring by rotation.

With a view to broad base the board of Directors to undertake the restructuring of the company operations in the diversified disciplines, the board of Directors of your company appointed Mr. SATISH SHETTY as an ADDITIONAL DIRECTOR with effect from 08/10/2014 to hold office as Director till the next ANNUAL GENERAL MEETING of members of the company. In accordance with the provisions of SEC 161 of the COMPANIES ACT 2013 Read with the COMPANIES (APPOINTMENT & QUALIFICATION OF DIRECTORS) RULES 2014 Mr. SATISH SHETTY Shall hold the office upto the next AGM to be held on 30TH SEPTEMBER 2015.

The company has received a Notice in writing from a member along with a deposit of Rs. 1,00,000/- proposing his candidature for the office of Director of the company.

In terms of Clause 49(VIII)(E) of the Listing Agreement with the stock exchanges, a brief profile Directors who are proposed to be re-appointed/ Appointed in this AGM, Nature of their expertise in specific functional areas ,their other directorships

and committee membership ,their shareholdings and relationship with other Directors of the Company are given below :

Name	:	MR SATISH SHETTY
Date of birth	:	03/12/1975
Qualification	:	Bachelor in Hotel Management
Expertise	:	His Expertise in Hotel Management, & Administrative work.
Director of the Company since	:	08 th OCTOBER - 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

In the opinion of the Board of Directors, MR SATISH SHETTY with his association retiring by rotation would be of immense benefit to the company and therefore the board of directors commends the resolution in relation to the appointment of MR SATISH SHETTY as a Director retiring by rotation for approval of the members of the company.

Except MR SATISH SHETTY being an appointee none of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested ,financial or otherwise in the passing of resolution. The requisite documents and records relating to the terms of appointment is available for inspection by the members at the Registered office of the company.

The EXPLANATORY STATEMENT pursuant to SEC 102 of the COMPANIES ACT 2013 may also be regarded as a disclosure under clause 49 of the Listing Agreement with the stock exchanges.

AGENDA 03- Appointment of Additional Director to be the Director retiring by rotation.

With a view to broad base the board of Directors to undertake the restructuring of the company operations in the diversified disciplines, the board of Directors of your company appointed MR **SEMWAL GOVINDRAM DHANESH**, DIN - **06988865** as an ADDITIONAL DIRECTOR with effect from 08/10/2014 to hold office as an Additional Director till the next ANNUAL GENERAL MEETING of members of the company. In accordance with the provisions of SEC 161 of the COMPANIES ACT

2013 Read with the COMPANIES (APPOINTMENT & QUALIFICATION OF DIRECTORS) RULES 2014, Mr. **SEMWAL GOVINDRAM DHANESH** DIN - **06988865** Shall hold the office up to the next AGM to be held on 30th September 2015.

The company has received a Notice in writing from a member along with a deposit of Rs.1,00,000/- proposing his candidature for the office of Director of the company.

In terms of Clause 49(VIII)(E) of the Listing Agreement with the stock exchanges, a brief profile Directors who are proposed to be re-appointed/ Appointed in this AGM, Nature of their expertise in specific functional areas ,their other directorships and committee membership ,their shareholdings and relationship with other Directors of the Company are given below :

Name	:	SEMWAL GOVINDRAM DHANESH
Date of birth	:	26/08/1974
Qualification	:	B.A.
Expertise	:	He is doing Farming, Animal Husbandry & looking to Marketing.
Director of the Company since	:	08 th OCTOBER - 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

In the opinion of the Board of Directors, MR **SEMWAL GOVINDRAM DHANESH** with his association retiring by rotation would be of immense benefit to the company and therefore the board of directors commends the resolution in relation to the appointment of MR **SEMWAL GOVINDRAM DHANESH** as a Director retiring by rotation for approval of the members of the company.

Except MR **SEMWAL GOVINDRAM DHANESH** being an appointee none of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested, financial or otherwise in the passing of resolution. The requisite documents and records relating to the terms of appointment is available for inspection by the members at the Registered office of the company.

The EXPLANATORY STATEMENT pursuant to SEC 102 of the COMPANIES ACT 2013 may also be regarded as a disclosure under clause 49 of the Listing Agreement with the stock exchanges.

AGENDA 04 - APPOINTMENT OF THE INDEPENDENT DIRECTOR

In terms of the provisions of SEC 149 (6) read with COMPANIES (APPOINTMENT AND QUALIFICATION OF DIRECTORS) RULES 2014, the board of Directors subject to the approval accorded by the members by Special Resolution at the ensuing Annual General Meeting of members of the company has appointed MR **SATISH SHETTY KOROGAPPA DIN 06988863** as an INDEPENDENT DIRECTOR to hold office as such for a period of five years.MR **SATISH SHETTY KOROGAPPA DIN 06988863** the Director of the company with effect from 08/10/2014 has submitted a declaration that he meets with the criteria of independence as prescribed under Section 149 of the Companies Act 2013 read with COMPANIES(APPOINTMENT AND QUALIFICATION OF DIRECTORS) RULES 2014, and under clause 49 of the Listing Agreement with the stock exchanges.

The brief profile of MR **SATISH SHETTY KOROGAPPA DIN 06988863** is detailed herein below as required by clause 49 of the LISTING AGREEMENT with stock exchanges.

In terms of Clause 49(VIII)(E) of the Listing Agreement with the stock exchanges, a brief profile Directors who are proposed to be re-appointed/ Appointed in this AGM, Nature of their expertise in specific functional areas ,their other directorships and committee membership ,their shareholdings and relationship with other Directors of the Company are given below :

Name	:	SATISH SHETTY KOROGAPPA
Date of birth	:	03/12/1975
Qualification	:	Bachelor in Hotel Management
Expertise	:	His Expertise in Hotel Management, & Administrative work.
Director of the Company since	:	08 th OCTOBER - 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

In the opinion of the Board of Directors, MR **SATISH SHETTY KOROGAPPA** with his association as an Independent Director would be of immense benefit to the

company and therefore the board of directors commends the resolution as Special Resolution in relation to the appointment of MR **SATISH SHETTY KOROGAPPA** as an INDEPENDENT DIRECTOR for approval of the members of the company. In the opinion of the board of Directors, MR **SATISH SHETTY KOROGAPPA** fulfills the conditions specified in the Companies Act 2013 and COMPANIES(APPOINTMENT AND QUALIFICATION OF DIRECTORS) RULES 2014,for his appointment as an Independent Director of the company and is independent of the management.

Except MR **SATISH SHETTY KOROGAPPA** being an appointee none of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested, financial or otherwise in the passing of resolution. The requisite documents and records relating to the terms of appointment is available for inspection by the members at the Registered office of the company.

The EXPLANATORY STATEMENT pursuant to SEC 102 of the COMPANIES ACT 2013 may also be regarded as a disclosure under clause 49 of the Listing Agreement with the stock exchanges.

Date : 01/09/2015

For And on Behalf of the Company

Place : Vadodara

S/d	S/d
(Anirudh P. Sethi)	(Pragnesh R. Pandya)
Director	CEO/Director

Registered office :

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

DIRECTORS' REPORT

TO
THE MEMBERS,
M/s. RUDRAKSH CAP TECH LIMITED
Mumbai

Your Directors have pleasure in presenting their 23rd Annual Report together with the Audited Accounts for the year ended 31st March, 2015.

SUMMARY OF FINANCIAL PERFORMANCE

(Rs. in lacs)

Particulars	Current year(31-03-2015)	Previous year(31-3-2014)
Commission and Other Income		-
Operational Profit	04.89	02.73
Add: Depreciation	-	-
Profit / (Loss) Before Taxation	04.89	02.73
Less: Provision for Taxation	01.62	00.84
Profit / (Loss) After Taxation	03.70	01.88
Balance carried to Balance Sheet	03.70	01.88

OPERATIONS & STRATEGIC PLANNING

During the year under review, your company was engrossed in the activities of the Capital investment, advisory but the board of directors has contemplated the future plans to diversify in to the internationally acclaimed business of Philately & Numismatic And From Last Many Years we were collecting Stamps, Coins and Historic Newspapers, Antique & now Plan to Started Advisory/Consultancy for Stamps/Coins and Antique Items, subject to the applicable rules and regulations. The financial Year 31-03-2015 was the year of the reconstruction of the management control with the voting control by inviting the investment into the capital. In terms of the SEBI REGULATIONS & Listing requirements the promoters of your company has transferred about 22.76 % equity share capital in favour of the new promoters, Directors and Persons acting in concert. The corporate action in the future is strategically aimed to undertake the diversified business.

Keeping in view the strategic planning in future the board of Director has embarked upon the decision to :

- (1) Change of name of the company in terms of the Companies Act 2013 in view of the diversified comprehensive corporate operations of the company
- (2) Change of Registered office of the company from the state of MAHARASHTRA to the state of GUJARAT. The POSTAL BALLOT Voting forms have already been sent to the entitle members to caste the vote for the resolution of shifting of Registered office from Maharashtra state to Gujarat state.

FUTURE BUSINESS PROSPECTS:

The business activities is largely influenced by several external factors including the international financial markets. During the year the international financial markets has remained subdued and many times stagnant. It is therefore a note of caution to jump into the financial commitments. However the financial advisory and capital investment patterning will play a crucial role in the profitable operations of the company. but the board of directors has contemplated the future plans to diversify in to the internationally acclaimed business of Philately & Numismatic And From Last Many Years we were collecting Stamps, Coins, Historic Newspapers and Antique & now Plan to Started Advisory/Consultancy for Stamps/Coins and Antique Items. We will start holding regular public stamp auctions, coin auctions, and auctions of cigarette cards, trading cards and autographs in India /Abroad very soon. We also plan to Publish Auction Catalogues on our website on Quarterly basis, prior to the auction date.

We have also add an online shop through our website, So you can now browse through many items from our stock at your leisure and buy direct from our website.

DIVIDEND

The board of Directors of your company regrets for not recommending the declaration of the dividend relating to the financial ended on 31st MARCH - 2015.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The report on MANAGEMENT DISCUSSION AND ANALYSIS as required under the clause 49 of the Listing Agreement is included in this Report. Certain statements in the said Report may be forward looking. Many factors may affect the actual results and performance which could be different from what the Directors envisage in terms of the future performance and outlook.

DIRECTORS

Cessation

Mr. Anirudh Shethi (DIN - 06864789) and Mr. RAVI SHETHI (DIN -06865110) the director appointed by the board of directors with effect from 14/05/2014 in the casual vacancy caused by the resignation of Mr. Mahesh R. Patel and Mr. Hitesh A. chokshi respectively.

MR ANIRUDH SETHI was appointed as MANAGING DIRECTOR for a very short period of span and resigned as a Managing Director (remained to be Director) for restructuring exercise of the company.

Mr. Anirudh Shethi (DIN - 06864789) director retiring by rotation at ensuing Annual general meeting of the company under section 152(6) of the companies act , 2013 and being eligible offers himself for reappointment. The Board recommends his appointment as a Director.

Mr. Sanjay A. Chokshi has resigned as a Director with effect from 08/05/2015.

APPOINTMENT

Non-executive Director

Mr. SATISH SHETTY KOROGAPPA Din 06988863 and Mr. SEMWAL GOVINDRAM DHANESH Din.06988865 were appointed as Additional directors (non – independent) u/s 161 of the companies act,2013, with effect from 08/10/2014 to hold office up to the date of ensuing annual general meeting . The company has received notice u/s 160(1) of the company act 2013 from a member proposing his appointment as a director.

Independent director

The board based on nomination and remuneration committee's recommendation, had appointed Mr. SATISH SHETTY KOROGAPPA, Din No. 06988863 on 25th AUGUST 2015 subject to the approval of share holders for a period of 5 years , in terms of the provisions of companies act, 2013 and listing agreement.

The special resolution seeking the approval of the members is placed before the ensuing annual general meeting of members of the company.

The members at the 23rd annual general meeting , have approved the appointment of Mr. Narayan Acharya, Din- 06885894 as a independent director who is not liable to retire by rotation to hold office for the terms of 5 consecutive years from 2014 to 2019.

The company has received the declarations from all the independent directors of the company confirming that they meet the criteria of independent as prescribed under section 149(6) of the company's Act 2013 and the clause 49 of the listing agreement.

SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

The independent directors met on date 31st march 2015 and evaluated the performance of non independent directors, the board as a whole and the chairman of the company considering the view of other directors. Further details are available in the corporate governance report.

WOMAN DIRECTOR

Mrs. Din - has been appointed as woman director with effect from 29th June, 2015 as envisaged by rule 3 of companies (Appointment And Qualification Of Directors) Rules, 2014

KEY MANAGERIAL PERSONAL

Mr. Pragnesh Pandya (Din -07013849) has been appointed as chief executive officer cum compliance officer are the key managerial personal of the company, under the provision of section 203 of the companies act, 2013 read with the companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014.

The company has appointed the chief financial officer with effect from 08th October, 2014.

EVALUATION OF THE BOARD'S PERFORMANCE

The board has carried out an evaluation of his own performance and that of its directors individually and its committees. The manner in which the evaluation has been carried out is explained in the corporate governance report.

The company has also devised a policy on board diversity detailing the functional, strategic and structural diversity of the board.

REMUNERATION POLICY

The company has adopted a remuneration policy of directors and senior management personnel, detailing inter alia the procedure for director appointment and remuneration including the criteria for determining qualification.

The policy ensures that (a) the level and composition of remuneration is reasonable and sufficient to attract , retain , and motivate the directors of the quality require to run the company successfully ; (b) relationship of remuneration to the performance is clear and meets appropriate performance benchmarks ; and (c) remuneration to directors and key managerial personnel and senior management involves a balance fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goal. The policy has been approved by the nomination and remuneration committee and the board. The remuneration policy document as approved by the board is uploading on the company website www.rudrakshcap-tech.com

STATUTORY AUDITORS

M/s N JANI & CO. Chartered Accountants (Membership Number - 41802). The exiting Statutory Auditor's of the Company has expressed their unwillingness to continue as the Statutory Auditors of the Company. The Audit Committee has

recommended the Appointment of M/s. MAYUR SHAH & ASSOCIATES - CHARTERED ACCOUNTANT-AHMEDABAD (registration no.106125W) to hold office for the period of 5 years till the conclusion of the 28th annual general meeting in 2020. They have expressed their willingness to get appointed as the statutory auditor of the company and has furnished a certificate of their eligibility and consent under section 141 of the companies act 2013 , In terms of the listing agreement , the auditors vide their letter dated 25th August, 2015 have confirmed that they hold a valid certificate issued by the peer review board of the ICAI, the necessary resolution for ratification of the appointment Statutory Auditors is placed before you for transaction .

The auditors'' report for the year ended 31st March,2015 are free from any qualification , reservation or adverse remarks and hence do not call for any explanations or comments by the board.

INTERNAL AUDITORS

The company has appointed a internal Auditors at the 23rd Annual General Meeting of the company for the year 2015. The reports of the internal auditors are discussed in the audit committee meeting.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

The company appointed CS Ashok Shelat proprietor M/s. Ashok Shelat & Associates Practicing Company Secretaries Vadodara to carry out secretarial audit for the financial year 31st March, 2015. The secretarial audit report for the financial year 31st March 2015 is enclosed as an annexure C. the clarification to the observation in the secretarial audit report are given below:

- 1- The company has a business finance controller, who is discharging a function of chief financial officer. However, the company has re-appointed the chief Financial officer with effect from 25TH AUGUST 2015. The company has endeavored to appoint company secretary to guide the corporate affairs.
- 2- The delay in the publication of the notice of the board meeting is due to the intervening holidays. The company has (except few of the lapses of delay) has complied with the Listing requirements from time to time. The statutory filings under company's act 2013 were effected with additional fees and now the filings are updated.
- 3- The company has placed the special resolution appointing the INDEPENDENT DIRECTOR in terms of SEC 149 Read with SEC 177 of the COMPANIES ACT 2013.
- 4- The company has changed the REGISTRAR & TRANSFER AGENT from BIG SHARE SERVICES PVT LTD to LINK INTIME INDIA PVT. LTD. And all the

records related to dematerialization of shares etc have been vested into the new R&T.

- 5- The company has since updated the statutory records under the Companies Act 2013 (including that of related party transactions) read with the governing rules under the guidance of corporate law advisor.
- 6- The company has transferred the controlling interest not exceeding 25% to the new investor Directors/Promoters and adequate statutory filings and disclosures have been filed with the Ministry of Corporate Affairs and BSE.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The particulars of the employees covered by the provision of section 197, (12) of the companies act, 2013 and the rules there under forms part of this report.

OTHER PARTICULARS PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013, READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

Rule 5(1) (i) and (ii) the ratio and percentage increase of remuneration of the directors and employees:

Name	Designation	Ratio to median remuneration	% increase In remuneration
MR PRAGNESH PANDYA	Chief Executive officer	————	10 %

- a. Rule 5(1)(iii) and (v) comparison of the remuneration of the employees with company performance .

Remuneration of the employees	% increase
2,17,000/-	10%

- b. Rule 5(1)(vi)& (ix) comparison of KMP remuneration with company performance

particulars	Rs.
Pragnesh Pandya- CEO	1,50,000 p.a

Company performnace	
Revenue –sales & other incomes	11,91,000/-
Profit before tax	4,89,000/-

- c. the Number of permanent employees rolls of the company THREE
- d. variations in the market capitalization of the company, price earning ratio of the company as at the closing date 31st March2015 and previous financial year and percentage increase/decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with last public offer;

Particulars		Previous year 31-03- 2014 RS	Current year 31-03-2015 RS	Increase/ (decrease) RS.						
No of shares		5250000	5250000	0						
<table border="1"><tr><td>Shares price (in rs)</td><td></td></tr><tr><td>- Rs.07/-</td><td>BSE</td></tr><tr><td>N.A.</td><td>NSE</td></tr></table>		Shares price (in rs)		- Rs.07/-	BSE	N.A.	NSE			
Shares price (in rs)										
- Rs.07/-	BSE									
N.A.	NSE									
EPS (IN RS)		0.04	0.06	0.02						
P/E RATIO (BASED ON AUDITED RESULT)		0	0	0						
COMPANY’S MARKET CAP (IN RS (As on 31-03- 2015)		3,67,50,000	31,50,00,000	27,82,50,000						

The company has not made any public offer till date since the public issues launch in the year, 1994

- e. Average percentile increase in the salaries of the employees other than the managerial personnel during the year 31-03-2015(year) was 10% and for the managerial personnel was 10%.
- f. The key parameters for any variable components of the remuneration availed by the directors: except for the Mr PRAGNESH PANDYA, CHIEF EXECUTIVE OFFICER, none of the other director has been paid any remuneration except sitting fees. The key parameters with respect to the variable pay availed by a managing director are considered by the board of directors based on the recommendation of the nomination and remuneration committee as per the remuneration policy of the company.
- g. The ratio of remuneration of the highest paid director to that of the employees who are not director but received remuneration in excess of the highest paid director during the year – not applicable.
- h. It is hereby affirmed that the remuneration paid is as per the remuneration policy of the company.

REPORT ON ENERGY CONSERVATION, FOREIGN EXCHANGE EARNING AND OUTGO RESEARCH AND DEVELOPMENT

Information relating to energy conservation, foreign exchange earned and spent and research and development activities undertaken by the company in accordance with the provision of section 134 of the companies act, 2013 read with companies (accounts) Rules, 2014 are given herein below.

CONSERVATION OF ENERGY

Your company is conscious to conserve the energy and for the purpose adequate measures are taken.

TECHNOLOGY ABSORPTIONS

Your company continues to use adequate technological application in the operation of the company.

RESEARCH AND DEVELOPMENT

The activities of the company in investment discipline does not require research and development information

FOREIGN EXCHANGE EARNING AND OUTGO

There is no information to be furnished.

CORPORATE GOVERNANCE

Pursuant to the clause 49 of the listing agreement with the stock exchange, a management discussion and analysis report and a corporate governance report are made a part of this annual report .

A certificate from the auditor of the company regarding the compliance of the conditions of corporate governance are stipulated by the clause 49 of the listing agreement is attached to this reports.

PUBLIC DEPOSITS

The company has not accepted any deposit from the public within the meaning of section 73 to 76 of the companies act, 2013 read with COMPANIES (Acceptance of Deposits) Rules 2014 for the year ended 31st March, 2015

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of SEC 134(3)(c) read with SEC 134(5) of the COMPANIES ACT 2013 with respect to Directors' Responsibility Statement it is hereby stated :

i)that in the preparation of the annual accounts for the financial year ended 31 st march 2015, the applicable accounting standards have been followed and that there were no material departures :

ii)that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent

so as to give a true and fair view of the state of the affairs of the company at the end of the financial year and of the profit of the company for the year under review:

iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting a fraud and other irregularity,

iv) That the Directors have prepared the annual account for the year ended 31st March 2015 on a "going concern basis."

v) That the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively,

vi) That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that systems were adequate and operating effectively.

AUDIT COMMITTEE

The Audit committee consists of MR. Narayan Acharya (Din-06885894) THE INDEPENDANT DIRECTOR, **MR.SATISH SHETTY KOROGAPPA (Din-06988863)** , **SEMWAL GOVINDRAM DHANESH din 06988865** Non Executive Non promoter Directors. The Audit Committee meetings were held for the year ended 31st March 2015 in accordance with statutory requirements to review critically the financial statements and information to be transmitted to the stakeholders. All the Directors in the Audit committee are non executive Directors with the chairman to be the Independent Director. The Audit committee as detailed in the Corporate Governance Report interalia reviewed the internal control system and reports of the internal auditors and compliance of various regulations. The committee reviews at length the financial statements and approves the same before they are placed before the board of directors. Mr Pragnesh Pandya, the Chief Executive officer cum compliance officer has been acting as coordinator for the meetings.

INDUSTRIAL RELATION

During the year under review the relationship between the employees and management were cordial.

AUDITORS REPORT

Auditor's observations are self explanatory and/or suitably explained in the notes on Accounts.

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation of the co-operation and assistance extended by the bankers of the Company. They also place on record their appreciation of the devoted services rendered by the Executives, Staff Members and Workers of the Company.

The Director concludes this Report by placing on record their gratitude to all shareholders, bankers and Govt. authorities for their continued support.

Date : 01/09/2015

For And on Behalf of the Company

Place : Vadodara

S/d	S/d
(Anirudh P. Sethi)	(Pragnesh R. Pandya)
Director	CEO

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L65910MH1992PLC067473
2.	Registration Date	29/06/1992
3.	Name of the Company	RUDRAKSH CAP TECH LIMITED
4.	Category/Sub-category of the Company	NIL
5.	Address of the Registered office & contact details	10,, Basement, Maheshwar Darshan Building, Opp. Aasha Parekh Hospital, S.V.Road, Santacruz (West), Mumbai-54 Ph.:- 0265-6569067 Email :- rudrakshcaptech@gmail.com
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt. Ltd. B-102 & 103, Shangrila Complex, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390020 Ph.:- 0265-2356573,2356794 Email:- alpesh.gandhi@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the	% to total turnover of the company
1	Capital Investments	NA	30 %
	Financial advisory		
2	Other Activity		70%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
	There Is No Holding / Subsidiary Or Associate Company And Hence Not	N.A.	N.A.

III. VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) - Category-wise Share Holding :

[illegible]

e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-									
2. Non-Institutions									
a) Bodies Corp.	0	35400	35400	00.67	29290	101200	1,30,490	02.49	1.82
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	54452	917848	972300	18.52	2,33,109	455900	6,89,009	13.12	(-)5.40
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	16748	1031152	1047900	19.96	5,11,816	644700	11,56,516	22.03	2.07
c) Others (specify)									
Non Resident Indians	0								
Overseas Corporate Bodies									
Foreign Nationals	0								
Clearing Members	0				79,585	0	79,585	1.52	1.52
Trusts	0								
Foreign Bodies - D R	0								
Sub-total (B)(2):-	71,200	1984400	20,55600	39.15	8,53,800	1201800	20,55,600	39.15	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	71,200	1984400	20,55,600	39.15	8,53,800	1201800	20,55,600	39.15	-
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	3265600	1984400	5250000	100	40,48,200	1201800	52,50,000	100	

B) Shareholding of Promoters- As on 31/03/2015

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Jolly Estate Dev. Ltd.	5,20,000	9.90		5,20,000	9.90		-
2	Jolly Merchandise Ltd.	5,10,000	9.71		5,10,000	9.71		-
3	Jolly Securities Ltd.	4,55,000	8.67		4,55,000	8.67		-
4	Moon Securities Ltd.	5,15,000	9.81		5,15,000	9.81		-
5	Arun R. choksi	1,30,000	2.48		1,30,000	2.48		-
6	Kokila A. choksi	31,000	0.59		31,000	0.59		-
7	Sanjay A. choksi	5,15,400	9.82		5,15,400	9.82		-
8	Hitesh A. choksi	5,18,000	9.87		5,18,000	9.87		-

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

SN	Particulars	Shareholding at the beginning of the year - 01-04-2014		Cumulative Shareholding during the year-31-3-2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	3194400	60.85	-	
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):			3194400	60.85
	At the end of the year	3194400	60.85	3194400	60.85

D) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	31,94,400	60.85	31,94,400	60.85
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NA	NA	NA	NA
	At the end of the year	31,94,400	60.85	31,94,400	60.85

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment. **THERE IS NO INDEBTEDNESS AND HENCE IT'S - N.A.**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
* Addition				-
* Reduction				
Net Change				
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		-----	----	----	---	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-			
2	Stock Option	-	-			
3	Sweat Equity	-	-			
4	Commission - as % of profit - others, specify...	-	-			
5	Others, please specify	-	-			
	Total (A)	-	-			
	Ceiling as per the Act	-	-			

B. Remuneration to other directors -

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

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	150000 P.A	-	-	1,50,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-	-	-
2	Stock Option		-	-	-
3	Sweat Equity		-	-	-
4	Commission		-	-	
	- as % of profit		-	-	-
	others, specify...		-	-	-
5	Others, please specify		-	-	-
	Total		-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

NOTE : The delay in filing statutory Forms, Returns under the COMPANIES ACT 2013 was caused but since the all the statutory filings have been updated.

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Development

M/S. RUDRAKSH CAP-TECH LIMITED is engaged in the business of CAPITAL INVESTMENT, ADVISORY SECTOR. It is the capital investment company hence the organizer structure is confined to the activities of the company.

EMERGING TREND AND FUTURE OUTLOOK

The business activities is largely influenced by several external factors including the international financial markets. During the year the international financial markets has remained sub dued and many times stagnant. It is therefore a note of caution to jump into the financial commitments. However the financial advisory and capital investment patterning will play a crucial role in the profitable operations of the company. but the board of directors has contemplated the future plans to diversify in to the internationally acclaimed business of Philately & Numismatic And From Last Many Years we were collecting Stamps, Coins, Historic Newspapers and Antique & now Plan to Started Advisory/Consultancy for Stamps/Coins and Antique Items. We will start holding regular public stamp auctions, coin auctions, and auctions of cigarette cards, trading cards and autographs in India / Abroad very soon.

We also plan to Publish auction catalogues on our website on Quarterly basis, prior to the auction date.

We have also add an online shop through our website, So you can now browse through many items from our stock at your leisure and buy direct from our website.

FORWARD LOOKING STATEMENTS

The report contains forward-looking statements identified by words like 'plans', 'expects', 'will', 'believes', 'Projects', 'estimates' and so on. All statements that address expectation or projection about the future, but not limited to the Company's strategy for growth, Market position, expenditure and financial results are forward-looking statements. Since these are based on certain assumptions and expectation of future events, the company cannot give guarantee that these are accurate or will be realised.

BUSINESS STRATEGY

During the year under review, your company was engrossed in the activities of the Capital investment, and financial advisory but the board of directors has contemplated the future plans to diversify in to the internationally acclaimed business of Philately & Numismatic And From Last Many Years we were collecting

Stamps, Coins, Historic Newspapers and Antique & now Plan to Started Advisory/Consultancy for Stamps/Coins and Antique Item subject to the applicable rules and regulations. The financial Year 31-03-2015 was the year of the reconstruction of the management control by inviting the investment into the capital. The corporate action in the future is strategically aimed to undertake the diversified business for which the committed plans have been chalked out by the board of directors.

RISKS AND CONCERNS

Your company is in the business of capital investment in the diversity of disciplines. The operations of the company is likely to be influenced by the international factors for financial markets, the government policies and economic conditions of the trade and commerce. Even though the promoters are very much dedicated and concern about the development of the financial sectors and capital investment disciplines the operations of the company is largely influenced by the aforesaid external factors beyond control of the management. To that extent the investors are exposed to the risk and the concerns for the return and investments.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Your company has adequate internal procedure commensurate with the company's size and nature of the business. The objects of these procedures are to ensure efficient use and protection of the company's resource, accuracy in Financial Reporting and due compliances of statute and company procedure.

The existing system provides for structured work instruction, clearly laid down procedures of authorization and approvals for purchase and sale of goods, providing accurate services, reserve responsibility of custodial control with identified personnel, and used of computerized system to ensure control at source.

HUMAN RESOURCE MANAGEMENT

Ours is a continuous quest to offer the finest guest experience and we are constantly reinventing ourselves in the sector that is on the move.

Your company firmly believes that its greatest strength lies in the quality of its manpower. The company's "People philosophy" has given it a competitive edge as its guest are served by bright, enthusiastic and committed employees who anticipate guests needs and deliver exceptional services with genuine warmth.

There is a conscious effort on the part of the management to develop the knowledge, skills and attitudes of its people through variety of training interventions specifically aimed at as individual's need with a specific thrust on enhancing functional / domain knowledge across disciplines.

The employees and management relations remained cordial through 2014-15.

OUTLOOK

With aggressive marketing schemes, and the diversification contemplated by the management the company can have a diversified activities in to the capital investment discipline as to ensure the diversification of risk and maximization of the return.

CAUTIONARY STATEMENTS

Statement in the Director's Report and The Management Discussion & Analysis describing the company's objectives, projections, claims, disclaims, estimates, achievements are forward looking statements and progressive within the meaning of applicable security laws ,and regulations .Actual results may vary from these expressed or implied depending on the economic conditions, global recessionary trends Governmental policies, cost inflations, crude oil price movements and all other incidental factors affecting the performance of your company. Industry information contained in the Report, have been based on information gathered from various published and unpublished report and their accuracy, reliability and completeness cannot be assured.

CORPORATE GOVERNANCE REPORT:

Pursuant to clause 49 of the listing agreement, a report on corporate governance is given below:

1) Company's philosophy on code of governance:

The board of Directors of your company strongly supports and advocates the principles of corporate Governance. Corporate Governance deals with the laws, procedures and practices to determine Company's ability to take managerial decisions and in particular relations with Shareholders, Customers / Suppliers and Employees by transparency, accountability and integrity. The objective of Good Corporate Governance is to enhance the long-term shareholders value and maximize interest of other Shareholders. This in turn will lead to corporate growth and the actions of the management arising out of this Corporate Governance would create wealth for the Company as well as for Society at large.

2) Board of Directors:

Composition & Category of Directors

The present strength of the Board is 5 Directors. The Board comprises of executives and non-executive Directors. There are 3 Non Executive Directors and 1 chief executive officer and 1 independent director.

During the year seven Board meetings were held and the gap between two meetings did not exceed 4 months. The Board meetings were held on 26th July, 2014, 30th September,2014, 14^{en} November,2014, 14th February 2015, and None of the Directors

on the Board is a member of more than 10 Committees and more than 5 Committees as Chairman. The names and category of Directors on the Board, their attendance at Board meetings during the year and at the last Annual General Meetings and also the number of Directorships and Committee Memberships / Chairmanships held by them in other Companies are given below:

SR NO	NAME OF DIRECTOR	EXECUTIVE NON EXECUTIVE, INDEPENDENT DIRECTOR	NO OF COMPANIES IN WHICH DIRECTORS	NO. OF COMMITTEES IN WHICH POSITION IN HELD	ATTENDANCE IN BOARD MEETING
	NARAYAN DHANAVANDHAN ACHARYA	INDEPENDENT DIRECTOR	0	4	4
	SATISH SHETTY KOROGAPPA	NON EXECUTIVE, NON PROMOTER DIRECTOR	0	3	3
	SEMWAL GOVINDRAM DHANESH	NON EXECUTIVE, non PROMOTER DIRECTOR	0	3	3
	ANIRUDH P. SETHI	PROMOTER/ DIRECTOR	0	3	4
	PRAGNESH ROHITKUMAR PANDYA	CHIEF EXECUTIVE OFFICER	0	0	3

NOTE :

- a. Mr. Anirudh P. Sethi was appointed as a director with effect from 14-05-2014 and for short time was holding the office as a managing director & now continue as a Director.
- b. Mr. Pragnesh Pandya has been holding the office of the chief executive officer since 8th October, 2014 and is a coordinator for all the committee meetings.

3) As per Clause 49 (I) (B) of the Listing Agreement, the Company has no pecuniary relationship or transactions with the non-executive Directors vis-a-vis the Company.

4) Audit Committee:

The Audit Committee comprises of Executive and non-executive Directors Mr. NARAYAN D AACHARYA the independent director, MR.SATISH SHETTY non executive non promoter, MR.SEMWAL DHANESH, non executive non promoter has been set up with scope of activities as set out in Clause 49 of the listing agreement with the Stock Exchanges read with Section 177 of the Companies Act, 2013. The broad terms of reference are as contained in Clause 49. Statutory Auditors of the Company attend the meeting. and Mr. Pragnesh R. Pandya chief executive officer is the coordinator of the Committee. The Audit Committee met during the year on 23/07/2014, 22/09/2014, 10/11/2014, 09/02/2015 and

07/05/2015. Under the chairmanship of independent director Mr. Narayan D Acharya. The attendance of the Members at the meetings is stated here in below:

NAME OF DIRECTOR	CATEGORY	NO.OF MEETINGS ATTENDED DURING THE YEAR 2014-2015
Mr. NARAYAN D ACHARYA	INDEPENDENT DIRECTOR	4
Mr. SATISH K. SHETTY	NON EXECUTIVE NON PROMOTER	4
Mr. SEMWAL DHANESH G.	NON EXECUTIVE NON PROMOTER	4

All the meeting of board of Directors is chaired by the INDEPENDENT DIRECTOR.

The functions of Audit committee broadly cover the **following**:

1. To investigate any activity within its terms of reference;
2. To seek information from any employee;
3. To obtain outside legal or other professional advice;
4. To secure attendance of with relevant expertise, if it consider necessary;
5. To oversee the company's financial report process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
6. To recommend the appointment and removal of external auditor, fixation of audit fees and also approval of payment for any other services;
7. Reviewing with the management the annual financial statements before submission to the Board, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134(5) of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.

8. Reviewing with the management, external and internal auditors, the adequacy of internal control systems;
9. Reviewing with the management the quarterly financial statements before submission to the Board;
10. Reviewing the adequacy of internal audit function, including the structure of the internal audit function, staffing and seniority of the official heading the department, reporting coverage and internal audit;
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
12. Discussion with external auditors before the audit commences nature and scope of audit as well as has post-audit discussion to ascertain any area of concern;
13. Reviewing the company's financial and risk management policies;

5) NOMINATION AND REMUNERATION COMMITTEE:

During the year, the board constituted a Nomination and Remuneration Committee of Directors (NRC) in terms of SEC 178 of the Act 2013 and clause 49 of the Listing Agreement.

Composition of the Committee

As at 31ST MARCH 2015, the nomination and remuneration committee of the following Directors as its members:

SR NO	NAME OF DIRECTOR	CATEGORY
1	NARAYAN D AACHARYA	INDEPENDENT DIRECTOR
2	SATISH SHETTY	NON EXECUTIVE NON PROMOTER
3	SEMWAL DHANESH	NON EXECUTIVE NON PROMOTER

Mr. NARAYAN D AACHARYA The Independent Director acts as the chairman of the NRC. Mr. PRAGNESH PANDYA acts as the Secretary of the Committee. The chairman of the committee remains present in the Annual General Meeting of members of the company.

The broad terms of reference of the NRC are as under:

- 01] Guiding the board for laying down the terms and conditions in relation to appointment and removal of Director(s), Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs) of the company,
- 02] Evaluating the performance of the Director(s) and providing necessary report to the board for its further evaluation and consideration,

03] Recommending to the board on remuneration payable to the Director(s),KMPs and SMPs of the company based on (i) the company's structure and financial performance and (ii) remuneration trends and practices that prevail in peer companies,

04] Retaining, motivating and promoting talent among the employees and ensuring long term sustainability of talented SMPs by creation of competitive advantage through a structured talent review

05] Devising a policy on the diversity in the board,

06] Developing a succession plan for the board and SMPs.

6) THE ROLE / SCOPE OF THE NRC IS AS FOLLOWS :

01] To make recommendations to the board with respect to the incentive compensation plans for executive Director(s) and remuneration of non executive Director(s),

02] To identify persons who are qualified to become Director(s),KMPs, and SMPs of the company,

03] To recommend to the board for appointment. Removal of Director(s),KMPs and SMPs of the company,

04] To formulate criteria for determining qualification, positive attributes and independence of a Director,

The Company has no pecuniary relationship or transaction with his non executive directors including sitting fees for attending board meetings.

The committee reviews and recommends to the board on matters to fixation and payment of remuneration to the Managing Director & Executive Director and Keeping in view the principles of transeracy, integrity linked with the profitable operations the remuneration to the Managing Director and Executive Director is fixed ad hoc pay plus the reimbursements to attend the duties. During the year under report the Managing Director & Executive Director has been paid the following aggregate payments:

Details of Remuneration paid to the Directors:

NAME OF DIRECTOR	SALARY PAYMENT	OTHER PERQUISITES
ANIRUTH SETHI (AS A MANAGING DIRECTOR)	25,000/- P.M..	Home Rent Allowance, Medical Exp, Travelling Exp.

The Directors have decided not to receive the sitting fees in view of the financial position of the Company. The requisite approvals/confirmations under the erstwhile Companies Act 1956 has been obtained from members of the company

7) The Shareholders and Investor Grievance Committee:

During the year, Investor Grievance Committee was renamed as Stakeholders Relationship Committee in compliance with the requirements of SEC 178 of the Companies Act 2013. The investors/shareholders grievance committee comprises executive and non executive Directors. The composition and the attendance of each members of the Committee at the meeting are as follows:

SR NO	NAME OF THE COMMITTEE MEMBERS	EXECUTIVE/NON EXECUTIVE/INDEPENDENT DIRECTOR	MEETING	DETAILS
			ATTENDED	% TO TOTAL
01	ANIRUDH P.SETHI	DIRECTOR/ PROMOTER	YES	100
02	NARAYANA ACHARYA D.	INDEPENDENT DIRECTOR	YES	100
03	SATISH SHETTY	NON PROMOTER NON EXECUTIVE DIRECTOR	YES	100
04	SEMWAL DHANESH	NON PROMOTER NON EXECUTIVE DIRECTOR	YES	100

The Share holders and investor grievance committee meetings were held during the year 2014 - 2015 on 10/04/2014, 15/05/2014, 12/06/2014, 20/07/2014, 22/08/2014, 21/09/2014, 18/10/2014, 10/11/2014, 20/12/2014, 20/01/2015, 15/02/2015 and 20/03/2015.

All the complaints received from the Shareholders have been attended for redressed and the actions have been taken in relation to the grievances of the investors.

As required by Securities and Exchange Board of India (SEBI) Mr PRAGNESH PANDYA CEO is the compliance officers of the stakeholders Relationship Committee. For any clarification/complaint the shareholders may contact MR PRAGNESH PANDYA.

SR NO	DATE OF ANNUAL GENERAL MEETING	LOCATION OF AGM HELD
1	29/09/2012	10,BASEMENT,MAHESHWAR DARSHAN BUILDING, OPP AASHA PAREKH HOSPITAL, S.V.ROAD,SANTACRUZ (W) MUMBAI Maharashtra 400054
2	30/09/2013	10,BASEMENT,MAHESHWAR DARSHAN BUILDING, OPP AASHA PAREKH HOSPITAL, S.V.ROAD,SANTACRUZ (W) MUMBAI Maharashtra 400054
3	30/09/2014	10,BASEMENT,MAHESHWAR DARSHAN BUILDING, OPP AASHA PAREKH HOSPITAL, S.V.ROAD,SANTACRUZ (W) MUMBAI Maharashtra 400054

* No special Resolution was put through postal ballot during the previous year.

8) Disclosures:

Disclosures of related party transactions as required by the Accounting Standard 18 have been given in the Note No. 02 - other disclosure 2.11(n), as attached to the Accounts. There are no material significant transactions with its promoters, as a Director or the management or relatives or subsidiaries that may have potential conflicts with the interest of the Company.

There is no non-compliance by the Company except the circumstantial delay caused in submission of the periodical listing requirements, and no penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to Capital market during the last 3 years.

9) MEANS OF COMMUNICATION

<u>01</u>	Date on which half yearly results were sent to the shareholders	<u>The Quarterly results of the company published in the news paper</u>
<u>02</u>	News papers in which Quarterly results were published	In English & Gujarati News Papers
<u>03</u>	<u>Any websites were displayed</u>	www.rudrakshcap-tech.com
<u>04</u>	Whether the company displays the official news releases ?	YES
<u>05</u>	Whether the Management Discussion And Analysis reports forms part of the Annual Report ?	YES

10) General Shareholders Information:

Sr.No. Particulars	Date
1. Annual General Meeting	30 th SEPTEMBER, 2015
2. Dates of Book-closure	27/09/2015 to 29/09/2015 (Both days Inclusive)
3. Record Date	23/09/2015 (For e-voting)
4. Dividend Payment date	N.A.
5. Listed on Stock Exchanges	Mumbai Stock Exchange (BSE)
6. Stock Code	511463 - BSE
7. ISIN No.	CDSL- INE191N01012

Address for communication:

Administrative Office:

Rudraksh Cap-Tech Limited

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

Website :- www.rudrakshcap-tech.com

Registrar and Transfer Agent: M/s. Link Intime India Pvt. Ltd,
 Registrar and Share Transfer agent(RTA)
 B-102 & 103, Shangrila Complex,
 Opp. HDFC Bank, Near Radhakrishna
 Char Rasta, Akota, Vadodara-390020
 Ph:- 0265-2356573,2356794
 Email:- alpesh.gandhi@linkintime.co.in

Share Transfer System: All transfer requests received are processed and approved by an authorized officer/compliance officer of the Company after a careful scrutiny of the same for transfer or rejection, as the case may be.

Shareholders holding their Shares in electronic mode are advised to address all correspondence to their respective depository participants. As on date no complaints received are pending for redressal and the Company ensures to attend to the Complaints within the period notified by the SEBI guidelines.

11) STOCK MARKET DATA RELATING TO SHARES LISTED IN INDIA

Monthly high and low quotation and volume of equity shares traded on BSE for the financial year 2014 -15. (As per BSE Website)

MONTH	BSE		
	HIGH (RS.)	LOW (RS.)	Volume of shares traded
April 2014	7.00	7.00	210
May 2014	6.70	7.35	1170
June 2014	7.00	8.15	600
July 2014	7.00	8.15	600
August 2014	8.55	8.97	1640
September 2014	9.16	18.60	1987
October 2014	18.95	26.05	666
November 2014	26.55	36.70	8463
December 2014	37.40	56.00	5615
January 2015	57.10	84.25	29,398
February 2015	85.90	102.45	75517
March 2015	80.70	129.20	425491

The Shares of the Company are not listed at the National Stock Exchange Limited.
 The script of your company is actively listed & quote at BSE.SCRIPT CODE - 511463

12) DISTRIBUTION OF SHARE HOLDING AS ON MARCH 31, 2015

No. of equity shares	Share holders		No. of share	
	Number	% of capital	Number	% of capital
Up to 5000	546	14.64%	7,68,599	14.64%
5001-10000	42	02.49%	1,30,490	02.49%

10001-20000				
20001-30000				
30001-40000				
40001-50000	29	22.02%	11,56,511	22.02%
50001-100000				
100001 and above	8	60.85%	31,94,400	60.85%
TOTAL	625	100%	52,50,000	100%

13) CATEGORIES OF EQUITY SHAREHOLDERS AS ON MARCH 31, 2015

Category	March 31, 2015	
	% of shareholding	No. of shares held
Promoters and also PAC	60.85	31,94,400
Individuals	36.66	1925110
FIs/MF/Banks	NIL	
FIIs/NRIs/OCBs/GDRs	NIL	
Indian companies	02.49	1,30,490
TOTAL	100.00%	5250000

The Shares of the Company are not listed at the National Stock Exchange Limited.
The script of your company is actively listed & quote at BSE.SCRIPT CODE- 511463

14) DEMATERIALIZATION OF SHARES AS ON 31ST MARCH, 2015 AND LIQUIDITY.

The Company's Shares are compulsorily traded in Dematerialized form and are available for trading on Central Depository Services (I) Limited(CDSL) **38,30,522** equity shares of the Company representing **72.96%** of the Company's' shares Capital are dematerialized as on 31st March, 2015. The balance **22.89%** is held by **12,01,800** equity shareholders in physical Form. **60.85 %** of the equity shareholding of the promoters is held in dematerialized form as on 31ST MARCH 2015.Till the date of this report **60.85 %** of the equity shareholding of promoters is held in dematerialized form.

15) PARTICULARS OF SHAREHOLDING

a) Promoter shareholding as on 31St MARCH 2015.

Sr.No	Particulars of Promoters	No. of shares held	% OF SHAREHOLDING
1	SANJAY A CHOKSHI	515,400	9.82
2	HITESH A CHOKSHI	518,000	9.87
3	ARUN R CHOKSHI	130,000	2.48
4	KOKILA A CHOKSHI	31,000	0.60

16) INSIDER TRADING REGULATIONS

After the Securities and Exchange board of India has amended the Insider Trading Regulations in January 2015 which came into effect from 14Th MAY 2015,the

17) VIGIL MECHANISM (WHISTLE BLOWER)

18) RECONCILIATION OF SHARE CAPITAL CERTIFICATION

Declaration By The CEO On Code Of Conduct As Required By Clause 49.II.E.2

For And on Behalf of the Company

Registered Office

Address for Correspondence - Corporate Office

Website :- www.rudrakshcap-tech.com

Declaration By The CEO On Code Of Conduct As Required By Clause 49.II.E.2

I Mr PRAGNESH PANDYA ,the Chief Executive Officer of the company hereby declare that all the members of board of Directors and senior management personnel have affirmed compliance with Code of Conduct, as applicable to them, in respect of the financial Year.

FOR RUDRAKSH CAP-TECH LIMITED

DATE : 27TH AUGUST 2015

**MR PRAGNESH PANDYA
Chief Executive Officer**

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PRACTISING COMPANY SECRETARIES CERTIFICATE ON CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S)

**To,
The members,
Rudraksh Cap- Tech Limited,**

I have examined the compliance of Corporate Governance by RUDRAKSH CAP-TECH LIMITED (THE COMPANY) for the year ended 31st March 2015, as stipulated in clause 49 of the Listing Agreement of the company with the stock exchanges.

The compliance of the conditions of corporate Governance is the responsibility of the management. My examination was limited to a review of procedure and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Directors and the management, I certify that the company has complied with the conditions of corporate governance except few lapses as stipulated in the above mentioned Listing Agreement.

I state that such compliance is neither an assurance as to the future viability of the company, its bonafide activities or practices nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**FOR ASHOK SHELAT AND ASSOCIATES
PRACTISING COMPANY SECRETARIES**

PLACE : VADODARA
DATE : 5th May 2015

**CS ASHOK V SHELAT
Proprietor-COPNO-ACS-2782**

=====

**ASHOK SHELAT AND ASSOCIATES
PRACTISING COMPANY SECRETARIES
18, JAYGAYATRINAGAR, NR AMITNAGAR
VIP ROAD,VADODARA-390022**

**TEL NO - 0265-2482171
CELL NO - 09426500325
EMAIL ID: ashok_shelat@yahoo.co.in**

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Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

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

To,

The Members,

RUDRAKSH CAP-TECH LIMITED

Financial Year: 01-04-2014 To 31-03-2015

(CIN - L65910MH1992PLC067473)

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RUDRAKSH CAP-TECH LIMITED (CIN L65910MH1992PLC067473)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the RUDRAKSH CAP-TECH LIMITED books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31ST MARCH 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/we have examined the books, papers, minute books, forms and returns filed and other records maintained by RUDRAKSH CAP-TECH LIMITED for the financial year ended on 31ST MARCH 2015 (FY 2014-2015) according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (**NOT APPLICABLE**)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (**Not applicable**)

I/we have also examined compliance to the extent applicable with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India effective from 01st JULY 2015.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange(s) (BSE), if applicable;

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

SR NO	Particulars of observations	NATURE OF OBSERVATION
01	Appointment of the key managerial personnel's as required by Sec 203 of the Companies Act 2015	It is observed that the company has not appointed Managing Director, chief financial Officer, Company Secretary during the financial ended 31-03-2015. However statutory compliances are guided by the corporate law advisor.
02	Compliance Of The Listing Requirements	The company has delayed in filing the compliances under the listing Agreement, Companies Act 2013 but the filings are effected in terms of LISTING AGREEMENT may be lacking in accordance with the resource base spirit reflected in the listing requirements. Like News paper Advertisements etc.
03	Appointment of Independent Director	Even though the company has appointed one Independent Director but the other Independent Director will now be appointed in ensuing AGM as required by SEC 149, 177 of the Companies Act 2013.
04	Conducting the audit of the Registrar & Transfer Agent in terms of The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993), Depositories Act 1996, regarding the Companies Act and dealing with client;	In view of the facts explained to us by management there is change in the Registrar and Transfer Agent during the year and requires the transfer of all records, books, of the shareholders & holding thereof and hence we could not verify the records in depth to opine independently the comprehensive compliance of the regulations under SEBI ACT 1992., DEPOSITORIES ACT 1996
05	Maintenance of the statutory records, registers, books with updations under the various provisions of Companies Act 2013 & Governing Rules.	It is observed that the company has not updated the registers, records, books under the various provisions of the Companies Act 2013 and rules framed thereunder. Relevant to FY 2014-2015 including the Minutes of board meeting and meeting of the General meeting of members. The updations as observed above has started being effected. To comply with the obligations of law.
06	During the Year the transfer of controlling interest with management control from the promoters to the newly appointed Directors	Till the signing this Report, The company appears to have transferred the controlling interest not exceeding 25% as contained in The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. To the newly structured Directors & PAC. But the full transaction was reported to be completed in FY 2015-2016.

**FOR ASHOK SHELAT AND ASSOCIATES
PRACTISING COMPANY SECRETARIES**

**PLACE : VADODARA
DATE : 5th May - 2015**

**CS ASHOK V SHELAT
Proprietor-
COP NO-ACS-2782**

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ANNEXURE TO THE SECRETARIAL AUDIT REPORT

TO,
THE MEMBERS,
RUDRAKSH CAP-TECH LIMITED
(CIN _ L65910MH1992PLC067473)

My secretarial audit report is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practice and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis including the compliance of the Secretarial Standards I & II to the extent applicable to ensure that correct facts are reflected in secretarial records. we believe that the process and practice , we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained for reliance & reference the management representations about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules , regulations , standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 05th MAY 2015

Place: VADODARA

FOR ASHOK SHELAT AND ASSOCIATES
(Practicing company secretaries)

CS ASHOK V SHELAT
Proprietor-
COP NO-ACS-2782
Membership No- 3402

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, 2015, 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 :- 01/09/2015

**For N. Jani & Co.
Chartered Accountants**

Place :- Vadodara

**(Nilakanth Jani)
(Partner)
M. No.- M041802**

N. JANI & CO.
CHARTERED ACCOUNTANTS
103, Dipam Residency,
B/h Petrolpump
R.C. Dutt Road,
Alkapuri, Vadodara - 390 007

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 2015**, 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, 2015 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, 2015 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, 2015.**

(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 Standard- 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 2014-2015 and also contravene the RBI Guidelines .
- Note No.4 relating to Non provision of devaluing value of Loan & Advances and are subject to confirmation /verification, the amount is not ascertainable.

Date: - 01/09/2015

for N. Jani & Co.
Chartered Accountants

Place: - Vadodara

(Nilakanth Jani)
(Partner)
M. No.- M041802

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, 2015,

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: 01/09/2015

**For N. Jani & Co.
Chartered Accountants**

Place: Vadodara

**(Nilakanth Jani)
(Partner)
M. No.- M041802**

RUDRAKSH CAP-TECH LIMITED
301-Camps Corner, Opp SRP GROUP-4
Near D Mart , Makarpura, Vadodara

BALANCE SHEET AS AT 31ST MARCH 2015

Particulars	Schedule	Rs. 2015	RS. 2014
EQUITY AND LIABILITIES:			
1 Shareholders funds :			
A. Share Capital	[A]	52,500,000	52500000
B Reserve & surplus	[B]	1,225,633	898633
2 Share application money pending allotment			-
3 Non-Current Liabilities			
a) longterm borrowings	[C]	1,771,197	1771197.00
b) deferred tax	[D]	9,641	9641
4 Current Liabilities			
a) Trade payable	[C]	135,000.00	135000.00
b) provisions	[F]	223,602.00	741298.87
TOTAL		55,865,073.36	56,055,769.93
ASSETS:			
1 Non-current assets			-
a) Fixed assets	[G]	Nil	Nil
b) Non-current investment	[H]	0	-
c) long term loans and advances	[I]	1137829.15	1,137,829.15
d) other noncurrent assets	[J]	807578	807,578.00
2 Current assets			
a) Current investments		7,191,875	7191875.00
b) Inventories	[K]	21,158,706	21165986.00
c) Cash and cash equivalents	[L]	26,568	209,984

d) Short-term loans and advances	[M]	154,944.00	154,944.00
e) Sundry debtors	[N]	25,387,573.00	25,387,573.36
TOTAL		55,865,073.36	56,055,769.93
Notes to the financial Statements		-	-
<div><div><div>For N JANI & CO Chartered Accountants REG NO :134162W</div><div>(N JANI & CO) Partner MEM NO :041802</div><div>Date: 01/09/2015 Place: Vadodara</div></div><div><div>For Rudraksh Cap-Tech Ltd.</div><div>Director Director</div><div>Date: 01/09/2015 Place: Vadodara</div></div></div>			

RUDRAKSH CAP-TECH LIMITED Statement of Profit and loss for the year ended 31.03.2015 (Amount in `000)				
Particulars		Note No.	Year ended 31.03.2015	Year ended 31.03.2014
I.	Revenue from operations	[O]	1,191,000	905,000
II.	Other income	[P]	-	-
III.	Total Revenue (I + II)		1,191,000	905,000
IV.	Expenses:			
	Purchases of Stock-in-Trade		70,000	-
	Changes in inventories of finished goods			-
	Employee benefits expense	[Q]	217,000	205,000
	Finance costs			
	Depreciation and amortization expense		-	
	Other expenses	[R]	415,000	427,000
	Total expenses:		702,000	632,000
V.	Profit before exceptional and extraordinary items and tax (III-IV)		489,000	273,000
VI.	Exceptional items			
VII.	Profit before extraordinary items and tax (V - VI)		489,000	273,000
VIII.	Extraordinary Items			
IX.	Profit before tax (VII- VIII)		489,000	273,000
X	<u>Tax expense:</u>			
	(1) Current tax		162,000	84,357
	(2) Deferred tax			-
XI	Profit (Loss) for the period from continuing operations (IX-X)		327,000	188,643
XII	Profit/(loss) from discontinuing operations			-
XIII	Tax expense of discontinuing operations			-

XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)			-																									
XV	Profit (Loss) for the period (XI + XIV)		327,000	188,643																									
XVI	Earnings per equity share:																												
	(1) Basic		0.06	0.04																									
	(2) Diluted			0																									
<table> <tr> <td colspan="2">Notes to the financial Statements</td><td>L</td><td colspan="2"></td></tr> <tr> <td colspan="2">For and on behalf of the Board For Rudraksh Cap-Tech Limited</td><td></td><td colspan="2">As per our report of even date For N JANI & CO Chartered Accountants REG NO :134162W</td></tr> <tr> <td>DIRECTOR</td><td>DIRECTOR</td><td></td><td colspan="2">(N JANI & CO) Partner MEM NO :041802</td></tr> <tr> <td>Date: 01/09/2015</td><td></td><td></td><td colspan="2">Date: 01/09/2015</td></tr> <tr> <td>Place: Vadodara</td><td></td><td></td><td colspan="2">Place : Vadodara</td></tr> </table>					Notes to the financial Statements		L			For and on behalf of the Board For Rudraksh Cap-Tech Limited			As per our report of even date For N JANI & CO Chartered Accountants REG NO :134162W		DIRECTOR	DIRECTOR		(N JANI & CO) Partner MEM NO :041802		Date: 01/09/2015			Date: 01/09/2015		Place: Vadodara			Place : Vadodara	
Notes to the financial Statements		L																											
For and on behalf of the Board For Rudraksh Cap-Tech Limited			As per our report of even date For N JANI & CO Chartered Accountants REG NO :134162W																										
DIRECTOR	DIRECTOR		(N JANI & CO) Partner MEM NO :041802																										
Date: 01/09/2015			Date: 01/09/2015																										
Place: Vadodara			Place : Vadodara																										

RUDRAKSH CAP-TECH LIMITED SCHEDULE FORMING PART OF BALANCE SHEET AS AT 31-03-2015 (As required in terms of paragraph 9BB of Non-Banking Financial Prudential Norms (Reserve bank) Directions 1998)			
	PARTICULARS	Amt. (Rs.) As At 31-03-2015	Amt. (Rs.) As At 31-03-2014
1	<u>EQUITY AND LIABILITIES</u>		
[A]	<u>Shareholder's Funds:</u>		
i	<u>Sare Capital:</u>		
	<u>AUTHORISED</u>		
	60,00,000 Equity Share of Rs.10/- Each.	60,000,000	60,000,000
ii	<u>ISSUED, SUBSCRIBED & PAID UP</u>		
	52,50,000 Equity Shares of Rs.10/- Each.	52,500,000	52,500,000
iii	Shareholders holding more than 5% shares:		
	Total	52,500,000	52,500,000
[B]	<u>Reserves and surplus:</u>		
	<u>i. RBI Statutory Reserves</u>		
	At the beginning of accounting period		
	Additions during the year		
	At the end of accounting period	-	-
	<u>ii. Provision for STD. Assets:</u>		
	At the beginning of accounting period		
	Additions during the year		
	At the end of accounting period	-	-
	<u>iii. Surplus:</u>		
	At the beginning of accounting period	898,633	709,990
	Additions during the year	327,000	188,643
	Transfer to RBI Statutory Reserve		
	Provision for STD Assets		
	At the end of accounting period	1,225,633	898,633
		1,225,633	898,633
3	<u>Non-current liabilities</u>		

[C]	a) long term borrowing:		
	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) deferred tax :		
	deferred tax liability	9,641	9,641
4	<u>Current Liabilities</u>		
	-		
[E]	a) Trade payables:		
	sundry creditors for expences	135,000	135,000
[F]	b) Provisions		
	Audit fees payable	22,472	183,416
	provision for incometax 2010-11	116,930	116,930
	Provision for Income tax 2011-12	-	125,002
	Provision for Income tax 2012-13	-	30,708
	Provision for income tax 2013-14	-	84,357
	BSE fees payable	-	89,344
	provision for expences	84,200	111,542
		223,602	741,299
	<u>ASSETS:</u>		
1	<u>Non-current Assets</u>		
	-		
[G]	a) fixed assets	Nil	Nil
[H]	b) Non-current investment		
	(i) Quated equity shares	-	-
	(ii) UnQuated equity shares	-	-
		-	-
[I]	c) Long term loans and Advances	890,875	890,875
	security deposits		
	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
		1,137,830	1,137,830
	-		
[J]	d) other non-current assets		

	(a) preliminary expenditure	501,987	501,987
	(b) share issue expenditure	305,591	305,591
	-		
	-	807,578	807,578
	-		
2	<u>Current Assets</u>		
[K]	a) Inventories:	924,581	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)		
		21,158,706	21,165,986
	b) Current investments	7,191,875	7,191,875
		7,191,875	7,191,875
	<u>c) Cash and cash equivalents:</u>		
[L]	<u>i Balance with Banks:</u>		
	In current accounts	3,016	3,016
	In fixed Deposit accounts		
	ii Cheque in hand		
	iii Cash on Hand	23,552	206,968
		26,568	209,984
[M]	<u>d) Loans and advances:</u>		
	(Unsecured considered good unless otherwise stated)		
	(a) short term		
	i. Advance to parties :		
	Related parties	Nil	Nil
	Others :	-	-
	western Agro tech In. ltd	121,944	121,944
	Hitesh bhai	33,000	33,000
	(b) long term		
	ii Deposits		
		154,944	154,944
	<u>e) Sundry Debtors</u>		
[N]	good	16,999,901	16,999,901
	doubtul	8,387,672	8,387,672
		25,387,573	25,387,573
	<u>Notes On Statement of Profit and Loss:</u>		
	-		
I	<u>Revenue form operations:</u>	268,000	450,000

[O]	<u>Other oprating income</u>	923,000	455,000
		1,191,000	905,000
II [P]	<u>other income :</u> Net gain/loss on sale of fixed assets Other non-operating income		
		-	-
IV	Expenses: <u>Purchase of stock in trade:</u>	-	
	Changes in Inventories of Finished Goods: At the beginning of accounting period At the end of accounting period		
		-	-
[Q]	<u>Employee Benefit Expenses:</u>	217,000	205,000
		217,000	205,000
[R]	- <u>Other Expenses:</u> Travel exp. consulting fees Bank Charges Audit fees office expense cdsl fees Penalty other exp		
		55,000	55,000
		3,667	3,667
		22,472	22,472
			-
		3,372	3,372
		-	-
		330,489	342,489
		415,000	427,000

RUDRAKSH CAP-TECH LIMITED

Annexure as per Clause 32 of Listing Agreement Cash Flow Statement for the Year ending 31.03.2015

Sr. No.	PARTICULARS	YEAR ENDED 31/3/2015
A	Cash Flow from Operating Activities	Rs.
	Net Profit before Tax and Prior Period Adjustment	4,89,000
	Adjustments for:	
	depreciation	0
	interest	0
	profit on sale of fixed assets	0
	Operating Profit before Working Capital changes	4,89,000
	Adjustments for:	
	trade and trade receivable	
	audit fees payable	0
	Cash Generated from Operations before extra- ordinary Items	4,89,000
	interest paid	
	issue expense	
	direct tax paid	
	income tax earlier	
	i.t refund	
	Cash flow from Extra ordinary Items	
	Net Cash from Operations (A)	4,89,000
B	Net Cash Flow from Investing Activities	0
	purchase of fixed assets	
	sale of fixed assets	
	investment	
	sale of investment	
C	Net Cash Flow from Financing Activities	0
	proceeds from issue of share capital	
	proceeds from long term borrowings	0
	proceeds from short term borrowings	0
	proceeds from share application money	

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

4,89,000

Cash and cash equivalent opening balance :	2,09,984
Cash and cash equivalent closing balance :	26,568

AUDITORS REPORT:- We have examined the attached Cash Flow Statement of **Rudraksh Cap-Tech Limited** for the year ended 31st March'2015. 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'2015.

Place : Vadodara
Date : 01/09/2015

For N. Jani & Co.
Chartered Accountants

(Nilakanth Jani)
(Partner)
M. No.- M041802

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 - 31.03.2015

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
55865.07	55865.07

SOURCES OF FUNDS

PAID UP CAPITAL	RESERVE & SURPLUS	SECURED LOANS	UNSECURED LOANS
52,500	1225.63	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
--------	-----------	--------------------------------	-------------------------------

1191.00

702.00

489.00

327.00

EARNING PER SHARE DILUTED EARNING PER SHARE DIVIDEND RATE%

0.06

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 N. Jani & Co.
Chartered Accountants**

For Rudraksh Cap-Tech Limited

**(Nilakanth Jani)
(Proprietor)
M. No.- M041802**

**Anirudh P. Sethi
(Director)**

**Pragnesh Pandya
(CEO/Director)**

Date: 01/09/2015

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 - 30th September, 2015 At 11.00 A.M.

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

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 30th September, 2015 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 30th 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, 2015		
2	Re-election of Mr. Anirudh Sethi (DIN No 06864789) as a Director of the Company		
3	Appointment of M/S Mayur Shah & Associates., Chartered Accountants,(REGISTRATION NO.- 106125W) as a Statutory Auditors of the Company and to fix their		

	remuneration for the financial year ending as on 31 st March, 2015		
4	Appointment of Mr. Satish Shetty Korogappa, Din no (06988863), as regular Director of the Company		
5	Appointment of Mr. Semwal Govindram Dhanesh Din no. (06988865), as regular Director of the Company		
6	Mr. Satish Shetty Korogappa, Din no (06988863) submitted his declaration to become as an Independent Director.		

Signed this.....day of..... 2015

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.