



Regd Off : 301 Camps Corner, Opp SRP group 4,  
Near D Mart Makarpura, Makarpura Road,  
Vadodara 390010, State Gujarat , India.  
Phone +91 265 6569067,  
CIN L65910GJ1992PLC093816

18<sup>th</sup> October, 2016

To  
The General Manager-Listing  
Corporate Relationship Department  
**The BSE Limited**  
Ground Floor, P.J. Towers,  
Dalal Street, Mumbai

Scrip Code: 511463

Dear Sir,

**Sub: Submission of Annual Report for FY 2015-2016**

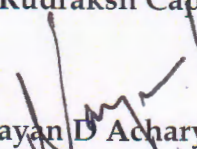
With reference to above, please find copy of Annual Report for Financial Year 2015-2016 in compliance in with Regulation 34 of SEBI (Listing obligation and Disclosure Requirement) Regulations, 2015.

You are requested to take the same on your record please.

Thanking you.

Yours faithfully,

For Rudraksh Cap Tech Limited

  
Narayan D Acharya  
Director  
DIN: 06885894



Encl.: As above

**TWENTY-FOURTH  
ANNUAL REPORT**

**FOR**

**THE YEAR ENDED - 31<sup>ST</sup> March-  
2016**

**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. Anirudh P. Sethi	- Director/Promoter
Mr. Narayan D. Achrya	- Independent Director
Mr. Satish K. Shetty	- Independent Director
Mr. Semwal Dhanesh G.	- Independent Director
Mr. Pragnesh R. Pandya	- CEO
Ms. Alka Sawhney	- Independent Director
Mr. Mohammed Asif A. Memon	- Compliance Officer

**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. Mayur M Shah & Asso., Chartered Accountants,  
21, Kajal Kiran, 11/B, Shrimaili Society, Opp. Jain  
Temple, Navrangpura, Ahmedabad - 380 009.

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

## Rudraksh Cap Tech Limited

### NOTICE

Notice is hereby given that the 24<sup>th</sup> ANNUAL GENERAL MEETING of the company will be held on Thursday, the 29<sup>th</sup> September, 2016 at the Registered Office\* of the Company 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 2016, 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 Sethi (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) Ratification of Auditor**

To consider and if thought fit to pass with or without modification(s) the following resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. Mayur Shah & Associates, Chartered Accountants, (Firm Registration No. 106125W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017.”

#### **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** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Ms. Alka Sawhney, a non-executive Director of the Company, who has submitted declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 29<sup>th</sup> September, 2016 to 28<sup>th</sup> September, 2021.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

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*\* The Company has made application to Regional Director for Shifting of Registered office of the Company from the state of Maharashtra to the state of Gujarat. Order for the same will be received by the Company within a shorter period of time. And Registered office of the Company will be shifted to 301, Campus Corner, Opp. SRP Group 4, Near D-Mart Makarpura, Makarpura Road, Vadodara - 390010*

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Dhanesh Semwal, a non-executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 29<sup>th</sup> September, 2016 to 28<sup>th</sup> September, 2021 ."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

- 6) **To consider and, if thought fit, to pass with or without modification (s), the following resolution as an ordinary business:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Satish K. Shetty, a non-executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 29<sup>th</sup> September, 2016 to 28<sup>th</sup> September, 2021 ."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactments thereof for the time being in force) and other Regulations, if any, and subject to the approval of the Central Government, the consent of the Members of the Company be and is hereby accorded to change the name of the Company "**Rudraksh Cap Tech Limited**" To "**Alexander Stamps And Coin Limited**" and the existing clause I of the Memorandum of Association of the Company be substituted by the following clause."

**"I. The name of the Company is "** Alexander Stamps And Coin Limited."

**"RESOLVED FURTHER THAT** consequent to the aforesaid change, the name " Rudraksh Cap Tech Limited" wherever appearing in the Memorandum and Articles of Association of the Company be substituted by " Alexander Stamps And Coin Limited".

**"RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to aforesaid Resolution."

**8) 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 section 13 and other applicable provision, if any, of the Companies Act 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed there under, as amended from time to time, and subject to the approval of the Registrar of Companies and/or of any other statutory or regulatory authority, as may be necessary, the existing clause of principal objective of the Memorandum of Association of the Company be and is hereby replaced with below mentioned clauses and the remaining clause be re-numbered accordingly:

“To buy, sell, lease, import, export, to act as agent, sub-agents, distributors, commission agents, representatives, stockists, sale and exhibition organiser or otherwise deal in Philately and Numismatic and to co-ordinate, provide consultancy services, advice for furtherance and promotion of the development of the Philately and Numismatic trade in or outside India, encouragement of related scientific research and the building of constructive relationships with professional numismatists and philatelist internationally, including collection and storage of revenue stamp, railway freight stamp or commemorative stamp, material used in the designing of stamps, an artefact, an appliance or machinery whether of historical association or not, used in the production of stamps, any document relating to the issue or use of stamps; and any material or thing relating to philately that is of significance to collectors, a medal, badge, token or charm or paper money, a pattern, proof or specimen striking, any object of numismatic technology or equipment, any archival record relating to numismatics.”

**“RESOLVED FURTHER THAT**, any Director of the Company, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the respective Clause III of the Memorandum of Association of the Company, as may be required by the ROC and/or any Statutory/regulatory authority”

**For And on Behalf of the Company  
Rudraksh Cap Tech Limited**

**Date: 12/08/2016  
Place: Mumbai**

<b>Sd/-</b>	<b>Sd/-</b>
<b>Anirudh P. Sethi</b>	<b>Pragnesh R. Pandya</b>
<b>Director</b>	<b>CEO</b>
<b>DIN: 06864789</b>	<b>PAN: AMJPP4238N</b>

## 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 21<sup>st</sup> September, 2016 to 29<sup>th</sup> September, 2016 (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 13<sup>th</sup> July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL) 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 24<sup>th</sup> 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 members 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 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. The voting period begins on 24<sup>th</sup> September, 2016 (11:00 A.M.) and ends on 28<sup>th</sup> September, 2016 (05:00 P.M). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. the record date), being 20<sup>th</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iv. Click on Shareholders.
- v. 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.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>For demat shareholders: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department.</p> <p>For physical shareholders, please use the first two letters of your name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.



**OR** Date of Birth  
(DOB)

- If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant company on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- xix. **Note for Non - Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. 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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The Company has appointed Hemant C. Parikh, Chartered Accountant in whole time practice, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
7. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts; will be used by the Company for payment of dividend. The company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
8. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to **M/s. 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 documents to members like general meeting notices (including AGM), audited financial statements, directors" report, auditors" report etc. To the member through e- mail. Member holding share in dematerialized 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 24<sup>th</sup> 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/depositor 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 2015-16 are being sent by permitted mode.
17. Members may also note that the notice of the 24<sup>th</sup> AGM and the Annual Report 2015-16 will be available on the company's website, [www.rudrakshcap-tech.com](http://www.rudrakshcap-tech.com).

**For And on Behalf of the Company  
Rudraksh Cap Tech Limited**

**Date: 12/08/2016  
Place: Mumbai**

<b>Sd/-</b>	<b>Sd/-</b>
<b>Anirudh P. Sethi</b>	<b>Pragnesh R. Pandya</b>
<b>Director</b>	<b>CEO</b>
<b>DIN: 06864789</b>	<b>PAN: AMJPP4238N</b>

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

**ITEM NO. 04 - APPOINTMENT OF MS. ALKA SAWHNEY AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

Ms. Alka Sawhney, Director of the Company, has given a declaration to the Board that she meet the criteria of independence as provided under Section 149(6) of the Act, In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Directors and she is independent of the management.

Ms. Alka Sawhney is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Director whose appointment is proposed are provided in the annexure to the Explanatory statement attached herewith.

Ms. Alka Sawhney to be interested in the resolutions set out respectively at Item No. 4 of the Notice with regard to their respective appointments.

The Board recommends the said resolutions for your approval.

Save and except the above, none of the other Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

<b>Name</b>	:	Ms. Alka Sawhney
<b>Date of birth</b>	:	24/01/1969
<b>Qualification</b>	:	Graduate
<b>Expertise</b>	:	Finance
<b>Director of the Company since</b>	:	02/01/2016
<b>Directorship in other public limited companies</b>	:	Nil
<b>Membership of Committees of other public limited companies</b>	:	Nil
<b>No. of Shares held in the Company</b>	:	Nil

**ITEM NO. 05 - APPOINTMENT OF MR. DHANESH SEMWAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

Mr. Dhanesh Semwal, Director of the Company, has given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act, In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Directors and they are independent of the management.

Mr. Dhanesh Semwal is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Director whose appointment is proposed are provided in the annexure to the Explanatory statement attached herewith.

Mr. Dhanesh Semwal to be interested in the resolutions set out respectively at Item No. 5 of the Notice with regard to their respective appointments.

The Board recommends the said resolutions for your approval.

Save and except the above, none of the other Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

<b>Name</b>	:	Mr. Dhanesh Semwal
<b>Date of birth</b>	:	26/08/1974
<b>Qualification</b>	:	Graduate
<b>Expertise</b>	:	Animal Husbandry
<b>Director of the Company since</b>	:	08/10/2014
<b>Directorship in other public limited companies</b>	:	Nil
<b>Membership of Committees of other public limited companies</b>	:	Nil
<b>No. of Shares held in the Company</b>	:	Nil

**ITEM NO. 06 - APPOINTMENT OF MR. SATISH K. SHETTY AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

Mr. Satish K. Shetty, Director of the Company, has given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act, In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Directors and they are independent of the management.

Mr. Satish K. Shetty is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Director whose appointment is proposed are provided in the annexure to the Explanatory statement attached herewith.

Mr. Satish K. Shetty to be interested in the resolutions set out respectively at Item No. 6 of the Notice with regard to their respective appointments.

The Board recommends the said resolutions for your approval.

Save and except the above, none of the other Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

<b>Name</b>	:	Mr. Satish K. Shetty
<b>Date of birth</b>	:	03/12/1975
<b>Qualification</b>	:	Graduate
<b>Expertise</b>	:	Hospitality
<b>Director of the Company since</b>	:	08/10/2014
<b>Directorship in other public limited companies</b>	:	Nil
<b>Membership of Committees of other public limited companies</b>	:	Nil
<b>No. of Shares held in the Company</b>	:	Nil

**ITEM NO. 7 - CHANGE OF NAME OF THE COMPANY:**

The Members may note that from last two years, as part of business strategy and looking to scenario of India as well as International market, your Directors' diversifying company's business to international distinguished business of Philately and Numismatic in India as well as globally and has started to align its business toward it to become pioneer to organized market for Antique Products in India.

Further, the members may note that present name create as perception amongst the customers and general public that Company is providing products and services related to financial sector.

The Board of Director of the Company considered that it is desirable and necessary to change the name of the Company to represent the Segment of Philately and Numismatic Product and Services addressed and accordingly, approved the change of name of Company and consequent alteration of Memorandum and Articles of Association of the Company.

Change in name of the Company requires approval of the Shareholders by way of special resolution; therefore, the item no. 7 of this notice is given to the shareholders for their approval as such, none of the Directors is in any way concerned or interest in the said resolution.

**ITEM NO. 8 - CHANGE IN OBJECT CLAUSE**

The Members may note that from last two years, as a strategic decision, the Company has started to diversify its activities in business of Philately and Numismatic in India. But, the Memorandum of Association of the Company was drafted in year 1992. The principal object of company includes Financial Advisory and Capital Investment in the Object Clause of the Memorandum.

With view to diversify its business portfolio by shifting its focus to more stable growing commerce and looking to growth and demand of Philately and Numismatic business your Director feel like to tap this lucrative business, therefore, it is proposed to amend the Memorandum of Association to give power to carry on the business of Philately and Numismatic as set out in the Special Resolution. The proposed amendments to the Objects Clause would enable the Company to undertake such/said activities more aggressively and smoothly.

Members desirous of inspecting present object clause of the Company may write to Company's Registered Office address for a copy of the same.

Change in Object Clause of the Company requires approval of the Shareholders by way of special resolution; therefore, the agenda no. 8 of this notice is given to the shareholders for their approval as such, none of the Directors is in any way concerned or interest in the said resolution.

**For And on Behalf of the Company  
Rudraksh Cap Tech Limited**

**Date: 12/08/2016**

**Place: Mumbai**

<p>Sd/- Anirudh P. Sethi Director DIN: 06864789</p>	<p>Sd/- Pragnesh R. Pandya CEO PAN: AMJPP4238N</p>
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## DIRECTORS' REPORT

To  
THE MEMBERS,  
RUDRAKSH CAP TECH LIMITED, Mumbai

Your Directors have pleasure in presenting their 24<sup>th</sup> Annual Report together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2016.

### **SUMMARY OF FINANCIAL PERFORMANCE**

Particulars	Year Ended 31.03.2016 (Rs.)	Year Ended 31.03.2015 (Rs.)
Gross Sales/Income	46,27,000	11,91,000
Less Depreciation	NIL	NIL
Profit/(Loss) before Tax	28,84,021	4,89,000
Taxes/Deferred Taxes	9,00,000	1,62,000
Profit/(Loss) After Taxes	19,84,021	3,27,000
P& L Balance b/f	12,25,633	8,98,633
Profit/ (Loss) carried to Balance Sheet	32,09,654	12,25,633

### **NATURE OF BUSINESS**

The Company is engaged in the business of Capital Investment, Advisory Sector. There was no change in the nature of the business of the Company during the year under review. The company has also commenced business of Philately & Numismatic and Collecting Stamps, Coins, Historic Newspapers and Antiques.

### **REVIEW OF OPERATIONS**

During the year under review your company has registered profit during the year ended 31<sup>st</sup> March, 2016, amounted to **Rs. 19.84 lacs** as compared to profit of **Rs. 3.27 lacs** during the previous year.

### **REPORT ON PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

The Company does not have Subsidiaries, Associate and Joint Venture Companies. Hence, details for the same are not required to mention here.

### **DIVIDEND**

Looking to the current and future expansion plan, your Director has not recommended any dividend for the financial year 2015-16.

### **TRANSFER TO RESERVES**

Out of the profits available for appropriation, no amount has been transferred to the General Reserve and the balance amount of 19,84,021/- has been carried forward to Reserves and Surplus.

## **SHARE CAPITAL**

The paid up Equity Share Capital as on March 31, 2016 was Rs. 5,25,00,000/-

During the year under review, the company has not forfeited any shares and has not made any allotment of the equity shares of the company.

### **A) Issue of equity shares with differential rights:**

During the year under review, the Company has not issued any shares with differential voting rights.

### **B) Issue of sweat equity shares**

During the year under review, the Company has not issued any sweat equity shares.

### **C) Issue of employee stock options**

During the year under review, the Company has not issued any sweat equity shares.

### **D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees**

The Company has no scheme of provision of money for purchase of its own shares by employees or by trustees for the benefit of employees. Hence the details under rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014 are not required to be disclosed.

## **FINANCE**

The Company has not borrowed any amount as a Term Loans during the year 2015-16.

## **OPERATIONS & STRATEGIC PLANNING**

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 Collecting Stamps, Coins, Historic Newspapers and Antiques.

## **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 31<sup>st</sup> March, 2016.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

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

## **FUTURE BUSINESS PROSPECTS:**

The Board of Directors has considered the future plans to diversify in to the internationally acclaimed business of Philately & Numismatic in India for buying & selling, not only that, the



company has also plan to started Advisory / Consultancy for Stamps / Coins and Antique Items.

In addition to it, company has taken first steps towards diversification by purchasing India's renowned stamp webpage "[www.indianstampghar.com](http://www.indianstampghar.com)" for buying and selling philately and numismatic material.

### **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	N A _____	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	1,65,000 p.a

Company performance	
Revenue -sales & other incomes	11,91,000/-
Profit before tax	29,42,000/-

c. the Number of permanent employees rolls of the company: 3

d. variations in the market capitalization of the company, price earnings ratio of the company as at the closing date 31<sup>st</sup> March 2016 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 31-03-2015 RS	Current year 31-03-2016 RS	Increase/(decrease) RS.
No of shares	5250000	5250000	0
Shares price (in rs)			

- Rs.54.15/-	BSE			
EPS (IN RS)		0.06	0.37	0
P/E RATIO (BASED ON AUDITED)		0	0	0
COMPANY'S MARKET CAP (IN RS ( As on 31-03-2016)		31,50,00,000	28,42,87,500	(3,07,12,500)

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 31-03-2016 (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.

### **BUSINESS RISK MANAGEMENT**

Risk management is embedded in your company's operating framework. Your company believes that managing risk helps in maximizing returns. The company's approach to addressing business risk is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee. Some of the risks that the company is exposed to are:

#### **Commodity Price Risks**

The Company is exposed to the risk of price fluctuation of raw material as well as finished goods. The company proactively manages these risks through forward booking, Inventory management and proactive vendor development practices. The Company's reputation for quality, product differentiation and service, coupled with existence of powerful brand image with robust marketing network mitigation the impact the impact of price risk on finished goods.

#### **Regulatory Risks**

The company is exposed to risks attached to various statues and regulations including the company Act. The company is mitigating these risks through regular review of legal compliances carried out through internal as well as external compliance audits.

## **Human Resources Risks**

Retaining the existing talent pool and attracting new talent are major risks. The company has initiated various measures including rolling out strategic talent management system, training and integration of learning and development activities.

## **Strategic Risks**

Emerging businesses, capital expenditure for capacity expansion, etc., are normal strategic risk faced by the company. However, the company has well-defined processes and procedures for obtaining approvals for investments in new business and capacity expansion etc.

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

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. During the year under review, the company retained external audit firm named MOORJANI SHYAM & ASSOCIATES to review its existing internal control system with a view of tighten the same and introduce system of self certification by all the process owners to ensure that internal controls over all the key business processes are operative.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

## **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company.

## **BOARD OF DIRECTORS:**

### **a) Changes in Directors and Key Managerial Personnel:**

Mr. Anirudh Sethi, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer them for re-appointment.

Moreover, Ms. Alka Sawhney was appointed as an additional director as on 04/04/2015.

Mr. Pragnesh Pandya (DIN- 07013849) has been appointed as chief executive officer cum compliance officer as the key managerial personnel 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.

**b) Declaration by an Independent Director(s) and reappointment, if any**

All Independent Directors have given declaration that they meet the criteria of Independent as provided in sub-section (6) of section 149 of Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015.

**c) Formal Annual Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

**d) Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

**e) Number of Meetings of the Board of Directors and Audit Committee**

A calendar of Meetings is prepared and circulated in advance to the Directors.

During the year 10 Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**f) Separate Meeting of The Independent Directors**

The independent directors met on date 31<sup>st</sup> March 2016 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.

**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](http://www.rudrakshcap-tech.com)"

### **DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 with respect to Directors" Responsibility Statement it is hereby stated:

- a. that in the preparation of the annual financial statements for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### **RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

Securities of the Company were under suspension in September 2015, then after suspension of securities of the company was revoked by BSE Limited during February, 2016.

There are no other significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

#### **EXTRACT OF ANNUAL RETURN**

The detail forming part of the Annual Return in form MGT-9 is annexed herewith as “Annexure- A.”

#### **AUDITORS**

##### **A. Statutory Auditors**

The Company’s Auditors, M/s. Mayur M. Shah & Associates, Chartered Accountants, Ahmedabad, whose appointment is subject to ratification at the ensuing Annual General Meeting of the Company are eligible for appointment. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed there under for reappointment as Auditors of the Company. As required under **SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015**, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

##### **B. Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed CS Preeti Jain, Practicing Company Secretary, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as “Annexure -B.”

#### **SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT**

The company appointed CS Preeti Jain, Practicing Company Secretaries to carry out secretarial audit for the financial year 31<sup>st</sup> March, 2016. The secretarial audit report for the financial year 31<sup>st</sup> march 2016 is enclosed as an Annexure B. The clarifications to the observation in the secretarial audit report are given below:

1. 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 affected 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.

### **CORPORATE GOVERNANCE**

Pursuant to Regulation 15 of Chapter IV of SEBI (LODR) Reg. 2015, the compliance with Corporate Governance as specified in Reg. 27 and Schedule V para C, D, and E does not apply to our 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.

#### **i) Conservation Of Energy**

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

#### **ii) Technology Absorptions**

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

#### **iii) Research And Development**

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

### **LISTING OF SHARES**

The equity shares of your Company are listed with Bombay Stock Exchange i.e. BSE Ltd. Mumbai Scrip Code: 511463 and ISIN No. INE191N01012

### **DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy against sexual harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

During the financial year 2015-16, the company has not received any complaints on sexual harassment and hence no complaints remain pending as of 31<sup>st</sup> March, 2016.

## **CORPORATE SOCIAL RESPONSIBILITY**

Corporate Social Responsibility under section 135(1) of Companies Act, 2013 is not applicable, as the Company does not have net worth of ₹ 500.00 crores, does not have turnover ₹ 1,000.00 crores and does not have net profit of ₹ 5.00 crores during the financial year and hence the company is exempted to comply the provision of section 134(4)(o) of Companies Act, 2013.

## **INDUSTRIAL RELATION**

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

## **ACKNOWLEDGEMENT**

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

**For And on Behalf of the Company**

**Date: 12/08/2016**

**Place: Mumbai**

**Sd/-**  
**Anirudh P. Sethi**  
**Director**  
**DIN: 06864789**

**Sd/-**  
**Pragnesh R. Pandya**  
**CEO**  
**PAN: AMJPP4238N**

**Sd/-**  
**Narayan Acharya**  
**Director**  
**DIN: 06885894**



**Annexure - A**  
**FORM NO. MGT - 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2016**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & 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 :- <a href="mailto:rudrakshcaptech@gmail.com">rudrakshcaptech@gmail.com</a>
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:- <a href="mailto:alpesh.gandhi@linkintime.co.in">alpesh.gandhi@linkintime.co.in</a>

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

Sr. No.	Name and Description of main products / services	NIC Code of the	% to total turnover of the company
1	Financial consultancy services	99715910	11.39 %
2	Other Activity	N.A.	88.61

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

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

**VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]	No. of Shares held at the end of the year [As on 31-March-2016]	% Change during the year



i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	233109	455900	689009	13.12	463887	425300	889187	16.94	3.81
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	511816	644700	1156516	22.03	451002	548100	999102	19.03	-3.00
c) Others (HUF)	0	0	0	0.00	17204	0	17204	0.33	0.33
Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members	79585	0	79585	1.52	8147	0	8147	0.16	-1.36
Trusts									
Foreign Bodies - D R									
<b>Sub-total (B)(2):-</b>	<b>853800</b>	<b>1201800</b>	<b>2055600</b>	<b>39.15</b>	<b>983400</b>	<b>1072200</b>	<b>2055600</b>	<b>39.154</b>	<b>0.00</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	853800	1201800	2055600	39.15	983400	1072200	2055600	39.154	0.00
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>4048200</b>	<b>1201800</b>	<b>5250000</b>	<b>100</b>	<b>4177800</b>	<b>1072200</b>	<b>5250000</b>	<b>100</b>	<b>0.00</b>

### B) Shareholding of Promoters- As on 31/03/2016

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.	520000	9.90	0	520000	9.90	0	0
2	Jolly Merchandise Ltd.	510000	9.71	0	510000	9.71	0	0
3	Jolly Securities Ltd.	455000	8.67	0	455000	8.67	0	0
4	Moon Securities Ltd.	515000	9.80	0	515000	9.80	0	0
5	Anirudh P. Sethi	0	0	0	1194400	22.75	0	22.75
6	Arun R. Choksi	130000	2.48	0	0	0	0	-2.48
7	Kokila A. Choksi	31000	0.59	0	0	0	0	-0.59
8	Sanjay A. Choksi	515400	9.82	0	0	0	0	-9.82
9	Hitesh A. Choksi	518000	9.87	0	0	0	0	-9.87

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

Sr. No.	Shareholding at the beginning of the year - 2015	Transactions during the year	Cumulative Shareholding at the end of the year - 2016

	Name & Type of Transaction	No. of Shares Held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of The Company
1	Anirudh Praduman Sethi	0	0.0000			0	0.0000
	Transfer			15 May 2015	1194400	1194400	22.7505
	At the end of the Year					1194400	22.7505
2	Jolly Estate Developers Ltd	520000	9.9048			520000	9.9048
	At the end of the Year					520000	9.9048
3	Moon Securities Ltd	515000	9.8095			515000	9.8095
	At the end of the Year					515000	9.8095
4	Jolly Merchandise Ltd.	510000	9.7143			510000	9.7143
	At the end of the Year					510000	9.7143
5	Jolly Securities Ltd.	455000	8.6667			455000	8.6667
	At the end of the Year					455000	8.6667

**D) Shareholding Pattern of top ten Shareholders:**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2015		Transactions during the year		Cumulative Shareholding at the end of the year - 2016	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	ARUNKUMAR R CHOKSHI	330400	6.2933			330400	6.2933
	Transfer			17 Apr 2015	(100)	330300	6.2914
	Transfer			01 May 2015	(100)	330200	6.2895
	Transfer			08 May 2015	(100)	330100	6.2876
	Transfer			22 May 2015	(900)	329200	6.2705
	Transfer			29 May 2015	(1000)	328200	6.2514
	Transfer			04 Sep 2015	(300)	327900	6.2457
	Transfer			09 Oct 2015	(200)	327700	6.2419
	AT THE END OF THE YEAR					327700	6.2419
2	JOLLY TEA INDIA LIMITED	70400	1.3410			70400	1.3410
	Transfer			18 Mar 2016	(200)	70200	1.3371
	AT THE END OF THE YEAR					70200	1.3371

3	VASUDEO RAJENDRA DESHPRABHU	0	0.0000			0	0.0000
	Transfer			19 Jun 2015	30000	30000	0.5714
	Transfer			30 Jun 2015	11810	41810	0.7964
	Transfer			07 Aug 2015	10000	51810	0.9869
	Transfer			30 Sep 2015	18190	70000	1.3333
	AT THE END OF THE YEAR					70000	1.3333
4	PURNA CHANDRA REDDY KONDAKINDI	17175	0.3271			17175	0.3271
	Transfer			10 Apr 2015	10477	27652	0.5267
	Transfer			01 May 2015	2000	29652	0.5648
	Transfer			15 May 2015	13098	42750	0.8143
	Transfer			10 Jul 2015	4100	46850	0.8924
	AT THE END OF THE YEAR					46850	0.8924
5	PRAGNESH ROHITKUMAR PANDYA	42360	0.8069			42360	0.8069
	AT THE END OF THE YEAR					42360	0.8069
6	KASAMALI SIRAJI	46600	0.8876			46600	0.8876
	Transfer			10 Apr 2015	(100)	46500	0.8857
	Transfer			17 Apr 2015	(200)	46300	0.8819
	Transfer			01 May 2015	(500)	45800	0.8724
	Transfer			19 Jun 2015	(9400)	36400	0.6933
	AT THE END OF THE YEAR					36400	0.6933
7	VIPULCHANDR A PRAVINCHAN DRA THAKKAR	58788	1.1198			58788	1.1198
	Transfer			10 Apr 2015	25000	83788	1.5960
	Transfer			24 Apr 2015	6	83794	1.5961
	Transfer			01 May 2015	74	83868	1.5975
	Transfer			08 May 2015	16	83884	1.5978
	Transfer			29 May 2015	469	84353	1.6067
	Transfer			12 Jun 2015	(11)	84342	1.6065
	Transfer			19 Jun 2015	580	84922	1.6176
	Transfer			26 Jun 2015	117	85039	1.6198
	Transfer			03 Jul 2015	62	85101	1.6210
	Transfer			17 Jul 2015	31	85132	1.6216
	Transfer			24 Jul 2015	(6632)	78500	1.4952
	Transfer			07 Aug 2015	(100)	78400	1.4933
	Transfer			14 Aug 2015	(50458)	27942	0.5322
	Transfer			21 Aug 2015	(22809)	5133	0.0978
	AT THE END OF THE YEAR					5133	0.0978

8	HITESH ARUNKUMAR CHOKSI	518000	9.8667			518000	9.8667
	Transfer			15 May 2015	(518000)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
9	SANJAY ARUNKUMAR CHOKSI	515400	9.8171			515400	9.8171
	Transfer			15 May 2015	(515400)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
10	ARUNKUMAR RAMANLAL CHOKSI	130000	2.4762			130000	2.4762
	Transfer			15 May 2015	(130000)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

E) Shareholding of Directors and Key Managerial Personnel:

S.N.	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	No. of shares	% of total shares
1	Anirudh Praduman Sethi				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Transfer on 15 May 2015	1194400	22.75	1194400	22.75
	At the end of the year	1194400	22.75	1194400	22.75
2	Pragnesh Rohitkumar Pandya				
	At the beginning of the year	42360	0.80	42360	0.80
	Increase/Decrease	Nil	Nil	Nil	Nil
	At the end of the year	42360	0.80	42360	0.80

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	1,771,197	Nil	1,771,197
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>1,771,197</b>	<b>Nil</b>	<b>1,771,197</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	Nil	Nil	Nil	Nil

* Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	Nil	1,771,197	Nil	1,771,197
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>1,771,197</b>	<b>Nil</b>	<b>1,771,197</b>

## 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 (P.A)	150000	-	-	1,50,000
	(a) Salary as per provisions contained in section 17(1) of the IT Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-	-
	(c) Profits in lieu of salary under section 17(3) IT Act,		-	-	-
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)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-----	-----	-----	-----	-----
Compounding	-----	-----	-----	-----	-----
<b>B. DIRECTORS</b>					
Penalty	-----	-----	-----	-----	-----
Punishment	-----	-----	-----	-----	-----
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
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.

\*The Company has paid penalty amounting to Rs. 7,96,053/- to BSE Limited for non appointment of woman Director in prescribed time limit.

**For And on Behalf of the Company**

**Date: 12/08/2016**

**Place: Mumbai**

Sd/- <b>Anirudh P. Sethi</b> Director DIN: 06864789	Sd/- <b>Pragnesh R. Pandya</b> CEO PAN: AMJPP4238N	Sd/- <b>Narayan Acharya</b> Director DIN: 06885894
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**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2016

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

To,  
The Members,  
**Rudraksh Cap Tech Limited (CIN: L65910MH1992PLC067473)**  
10, Basement, Maheshwar Darshan Building,  
Opp Aasha Parekh Hospital, S.V.Road, Santacruz (W),  
Mumbai-400054

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**. (hereinafter called "the company") for the audit period covering the financial year ended on 31<sup>st</sup> March, 2016. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of company's books, papers, minutes book, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31<sup>st</sup> March, 2016, according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made there under and the Companies Act, 1956, to the extent it is applicable.
  - (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 (effective upto 14th May 2015 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from 15<sup>th</sup> May 2015);
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) 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;
- (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (effective from 1st December, 2015)

We have also examined compliance of the following to the extent applicable:

- (i). Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (effective from 1st July, 2015); under the provisions of Companies Act, 2013; and
- (ii).The Listing Agreement entered into by the Company with Stock Exchanges(s) (effective upto 30th November 2015) ; and

We have relied upon the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under applicable Acts, Laws and Regulations to the Company, as identified and confirmed by the management of the company and listed in **Annexure -I** to this report.

On the basis of our examination and representation made by the Company we report that during the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above and there are no material non-compliances that have come to our knowledge except as mentioned below:

Sr. No.	Particulars of observations	Nature of Observation
1	Appointment of the key managerial personnel's as required by Sec 203 of the Companies Act, 2013	It is observed that the company has not appointed Managing Director, chief financial Officer, Company Secretary during the financial ended 31-03-2016. However statutory compliances are guided by the corporate law advisor.
2	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.
3	Appointment of Independent Director	<p>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.</p> <p>The Company has passed resolution for appointment of Mr. Satish K. Shetty and Mr. Dhanesh Semwal as a regular director of the Company. However, form DIR-12 for the same was not filed by the Company.</p>
4	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
5	Maintenance of the statutory records, registers,	It is observed that the company has not updated the registers, records, books

	books with updations under the various provisions of Companies Act 2013 & Governing Rules.	under the various provisions of the Companies Act 2013 and rules framed there under. Relevant to FY 2015-2016 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.
6	During the Year the transfer of controlling interest with management control from the promoters to the newly appointed Directors	<p>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.</p> <p>Old promoters have transferred 22.76% of holding to newly appointed director and promoter after filling required disclosure with the BSE and Company.</p> <p>The company has not filed form MGT-10 as required under Rule 13 of Companies (Management and Administration) Rules, 2014.</p>

We Further Report that, there were no actions/ events in pursuance of:

- a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014.

Requiring compliance thereof by the Company during the period under review

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

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

**We further report that** during the audit period there were no specific events / actions having a major bearing on the company's affairs except, old promoter has transferred 22.76% of holding to new appointed director and promoter after filling required disclosure to BSE and Company. Please note that according to the information received from management of the Company, securities of the Company were under suspension in September 2015, then after suspension of securities of the company was revoked by BSE Limited during February, 2016.

**For Preeti Jain & Associates  
Company Secretary in Practice**

**Date: 12/08/2016**

**Place: Jaipur**

**Sd/-  
Preeti Jain  
M. No. 28265  
C.P. No. 10118**

**Note: This report is to be read with our letter of even date which is annexed as ANNEXURE-II and forms an integral part of this report.**

## ANNEXURE- I

### List of applicable laws to the Company

1. The Company has complied with the laws and regulations applicable specifically to the Company and its business of Capital Investment, Advisory Sector and Philately & Numismatic in India:
  1. Central Sales Tax Act, 1956
  2. Value Added Tax
  3. The Antiquities & Art Treasurers Act, 1972
  4. India Post Regulations update 2011
  5. Income Tax Act 1961

**Date: 12/08/2016**  
**Place: Jaipur**

**For Preeti Jain & Associates**  
**Company Secretary in Practice**

**Sd/-**  
**Preeti Jain**  
**M. No. 28265**  
**C.P. No. 10118**

## Annexure II

To,  
**Rudraksh Cap Tech Limited (CIN: L65910MH1992PLC067473)**  
10,Basement, Maheshwar Darshan Building,  
Opp Aasha Parekh Hospital, S.V.Road, Santacruz (W),  
Mumbai-400054

Our report of even date is to be read along with this letter:

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

**For Preeti Jain & Associates**  
**Company Secretary in Practice**

**Date: 12/08/2016**  
**Place: Jaipur**

**Sd/-**  
**Preeti Jain**  
**M. No. 28265**  
**C.P. No. 10118**

## **Report on Corporate Governance**

(Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

### **1 Company Philosophy:**

The Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the law coupled with total adherence to highest norms of business ethics. These two main drivers, together with the company's ongoing contributions to the local communities, it operates in through meaningful and relevant Corporate Social Responsibility initiatives add to enhance the stakeholders value.

The Company places great emphasis on values such as empowerment and integrity of its employees, safety of the employees & communities surrounding our plant and facilities, transparency in decision making process and fair & ethical dealings with all, pollution free clean environment and last but not the least, accountability to all the stakeholders. These practices are being followed since the inception and have contributed to the company's sustained growth.

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

<b>Category</b>	<b>No. of directors</b>
Non-Executive & Independent Directors	4
Other Non-Executive Directors	Nil
Executive Director (Including Managing Director and Chairman)	2
<b>Total</b>	<b>6</b>

The Chairman of the Board is an Executive Non Independent Director.

As required under Section 149(3) of the Companies Act, 2013, & Regulation 17(1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Alka Sawhney, a woman Director on the Board.

Other Relevant details of Directors:

<b>Name of the Director</b>	<b>Designation</b>	<b>Category</b>	<b>No. of Directorship(s) held in Indian public &amp; private Limited Companies (Excluding this company)</b>	<b>Committee(s) position</b>	
				<b>Member (Excluding This Company)</b>	<b>Chairman (Excluding This Company)</b>
Anirudh P. Sethi	Director	Executive Non Independent	NIL	NIL	NIL



Narayan D. Acharya	Director	Non Executive Independent	NIL	NIL	NIL
Pragnesh R. Pandya	CEO	Executive Non Independent	NIL	NIL	NIL
Satish K. Shetty	Director	Non Executive Independent	NIL	NIL	NIL
Semwal G. Dhanesh	Director	Non Executive Independent Director	NIL	NIL	NIL
Alka Sawhney	Director	Non Executive Independent Director	NIL	NIL	NIL

Board Meetings held during the year:

08/04/2015	08/05/2015	11/05/2015	11/08/2015
01/09/2015	08/10/2015	10/11/2015	02/01/2016
12/02/2016	22/03/2016		

Name of the Director	Designation	Category	No. of Board meetings attended	Attendance at last AGM
Anirudh P. Sethi	Director	Executive Non Independent	10	Yes
Narayan D. Acharya	Director	Executive Non Independent	10	Yes
Pragnesh R. Pandya	CEO	Executive Non Independent	10	No
Satish K. Shetty	Director	Non Executive Independent	10	Yes
Semwal G. Dhanesh	Director	Non Executive Independent Director	10	Yes
Alka Sawhney**	Director	Non Executive Independent Director	2	No
Sanjaykumar Arunkumar Choksi*	Director	Executive Non Independent	1	No

\* Resigned on 08/05/2015

\*\* Appointed as on 02/01/2016

### **RESPONSIBILITIES OF THE BOARD:**

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

### **INDEPENDENT DIRECTORS' MEETING**

During the year under review, the Independent Directors met on March 31, 2016, inter alia, to discuss:

- Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

On appointment of an individual as Independent Director, the Company issues a formal Letter of Appointment to the concerned director, setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a formal familiarization program. The programme also provides awareness of the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarization Programme also provides information relating to the financial performance of the Company and budget and control process of the Company.

### **EVALUATION OF THE BOARD'S PERFORMANCE**

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

### **CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL**

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company. The said Code of Conduct has been posted on the website of the Company. The Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code. The Chairman & Managing Director of the Company has given a declaration to the Company that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code.

### **PREVENTION OF INSIDER TRADING**

The Securities and Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulation, 2015 ("The PIT Regulations"). The PIT regulations has come into effect from May 15, 2015 and replaced the earlier Regulations. The object of the PIT Regulation is to curb the practice of insider trading in the securities of a listed company.

The company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by insiders' ("the code") in accordance with the requirements of the PIT regulations.

The Code is applicable to promoters and Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations.

The company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with SEBI (Prohibition of Insider Trading) Regulation, 2015. This Code is displayed on the Company's website.

### **3. COMMITTEES OF THE BOARD.**

The Company has Three Board Committees. These are

1. Audit Committee
2. Remuneration Committee
3. Share Transfer & Shareholders/Investor Grievance Committee

Moving with various committees formed and reported in the previous Annual Report and in line with the requirements of SEBI and Stock Exchanges, the Board has formally constituted the following committees of Directors.

### **3.1 AUDIT COMMITTEE:**

The Audit committee constituted by the Board of directors as per the Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as in Section 177 of the Companies Act, 2013, comprises of three members viz. Mr. Narayan D. Acharya, Director (Non Executive) who is appointed as Chairman, Mr. Satish K. Shetty, (Non Executive- Independent Director) and Mr. Semwal G. Dhanesh (Non Executive- Independent Director) who are aware with finance, accounts, management and corporate affairs. Two independent members constitute the quorum of the said Audit Committee Meeting.

The Audit Committee of the Board of Directors of the Company, Inter-aila, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

### **BRIEF DESCRIPTION OF TERMS OF REFERENCE:**

A. Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

B. Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment of any other Consultancy services provided by the statutory auditor.

C. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:

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

Executive summary of the Audit Committee Meetings are placed before the immediate next Board Meetings held after the Audit Committee for deliberations and the full minutes of the same are placed before the following Board Meeting for recode. The Board of Directors, regularly appraised on the recommendations for the Audit Committee, further, at the beginning of the financial year, the Committee discuss the plan for the internal audit and statutory audit.

Dates of the Audit Committee Meetings are fixed in advance and agenda is circulated to the Directors at least seven days before the meeting.

As required under Regulation 18(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee had reviewed the following information:

- Management Discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions submitted by management
- Management letters/letters of internal controls, weaknesses issued by the Statutory Auditors.
- Internal Auditors Reports relating to internal control weaknesses.
- Appointment, removal and terms of remuneration of the internal auditors.

During the year under review, the 4 Audit Committees were held during Financial Year 2015-2016. The dates on which the said meetings were held as follows:

11/05/2015            11/08/2015            06/11/2015            12/02/2016

### **3.2 REMUNERATION COMMITTEE:**

The Remuneration Committee reviewing the overall compensation policy, service agreements and other employments and other employment conditions of Managing / Whole time Directors and Managing Director:

During the year under review, the 4 Remuneration Committees were held during Financial Year 2015-2016. The dates on which the said meetings were held as follows:

11/05/2015            11/08/2015            06/11/2015            12/02/2016

#### **Non- Executive Director**

The Company has not paid any sitting fees to the Directors of the Company for the year ended March, 2016.

## **Remuneration Policy**

Payment of remuneration to the Managing/Whole Time Director is governed by the respective Agreements executed between them and the company. These agreements were approved by the Board and the Shareholders. Their Remuneration structure comprises salary, perquisites and allowances.

**Terms of reference of the Committee inter alia, include the following:**

### **Nomination of Directors / Key Managerial Personnel / Senior Management\***

1. To evaluate and recommend the composition of the Board of Directors;
2. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down by the Committee;
3. Consider and recommend to the Board appointment and removal of directors, other persons in senior management and key managerial personnel (KMP);
4. Determining processes for evaluating the effectiveness of individual directors and the Board as a whole and evaluating the performance of individual Directors;
5. To administer and supervise Employee Stock Options Schemes (ESOS) including framing of policies related to ESOS and reviewing grant of ESOS;
6. Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
7. To review HR Policies and Initiatives.

### **Remuneration of Directors / Key Managerial Personnel / Senior Management\*/ other Employees**

1. Evolve the principles, criteria and basis of Remuneration policy and recommend to the Board a policy relating to the remuneration for all the Directors, KMP, Senior Management and other employees of the Company and to review the same from time to time.
2. The Committee shall, while formulating the policy, ensure the following :
  - (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
  - (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (c) Remuneration to Directors, KMP and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

\* Senior Management for the above purpose shall mean personnel of the Company who are members of its core management team excluding Board of Directors comprising all

members of management one level below the executive directors, including the functional heads.

## **NOMINATION & REMUNERATION POLICY:**

### **Purpose of this Policy:**

The company has adopted this Policy on appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management (the "Policy") as required by the provisions of Section 178 of the Companies Act, 2013 (the "Act") and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The purpose of this Policy is to establish and govern the procedure applicable:

- a) To evaluate the performance of the members of the Board.
- b) To ensure that remuneration to Directors, KMP and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- c) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

The Committee should ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully and the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

### **Definitions:**

**Independent Director** means a director referred to in Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

**Key Managerial Personnel** (the "KMP") shall mean "Key Managerial Personnel" as defined in Section 2(51) of the Act.

**Nomination and Remuneration Committee**, by whatever name called, shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Remuneration** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

**Senior Management** means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all functional heads.

Words and expressions used and not defined in this Policy, but defined in the Act or any rules framed under the Act or the Securities and Exchange Board of India Act, 1992 and Rules and Regulations framed thereunder or in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Accounting Standards shall have the meanings assigned to them in these regulations.

#### **Composition of the Committee:**

The composition of the Committee is / shall be in compliance with the Act, Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Mr. Narayan D. Acharya	Chairman & Non Executive Director
Mr. Satish K. Shetty	Non Executive- Independent Director
Mr. Semwal G. Dhanesh	Non Executive- Independent Director

#### **Role of the Committee:**

The Committee shall:

- a) Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- b) Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy;
- c) Lay down the evaluation criteria for performance evaluation of Independent Director and the Board;
- d) Recommend to the Board, appointment, remuneration and removal of Director, KMP and Senior Management;
- e) To devise a Policy on Board diversity.
- f) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

#### **Criteria for Determining the followings:-**

##### **1 Qualifications for appointment of Directors (including Independent Directors)**

- a) Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service;
- b) Their financial or business literacy/skills;
- c) Other appropriate qualification/experience to meet the objectives of the Company;
- d) As per the applicable provisions of Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

## **2 Positive attributes of Directors (including Independent Directors):**

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively and the willingness to address issues proactively;
- Actively update their knowledge and skills with the latest developments in the railway/heavy engineering/infrastructure industry, market conditions and applicable legal provisions;
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities;
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company;
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees;
- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

## **3 Independence Standards**

The following would be the independence review procedure and criteria to assist the Committee to evaluate the independence of Directors for recommending to the Board for appointment. A Director is independent if the Board affirmatively determines that the Director does not have a direct or indirect material relationship with the Company, including its affiliates or any member of senior management. "Affiliate" shall mean any company or other entity that controls, is controlled by, or is under common control with the Company.

Also, the candidate shall be evaluated based on the criteria provided under the applicable laws including Companies Act, 2013 read with Rules thereon and the Listing Agreement with the Stock Exchanges. In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making its determination relating to a director's independence.

## **Independence Review Procedures**

### **1. Annual Review**

The director's independence for the independent director will be determined by the Board on an annual basis upon the declaration made by such Director as per the provisions of the Companies Act, 2013 read with Rules thereon and the Listing Agreement.

## **2. Individual Director's Independence Determinations**

If a director nominee is considered for appointment to the Board between Annual General Meetings, a determination of independence, upon the recommendation of the Committee, shall be made by the Board prior to such appointment.

All determinations of independence shall be made on a case-by-case basis for each director after consideration of all the relevant facts and circumstances and the standards set forth herein. The Board reserves the right to determine that any director is not independent even if he or she satisfies the criteria set forth by the provisions of the Companies Act, 2013 read with Rules thereon and the Listing Agreement.

## **3. Notice of Change of Independent Status**

Each director has an affirmative obligation to inform the Board of any change in circumstances that may put his or her independence at issue.

## **5.4 Criteria for appointment of KMP/Senior Management**

- To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities;
- To practice and encourage professionalism and transparent working environment;
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission;
- To adhere strictly to code of conduct

## **5.5 Term**

The Term of the Directors including Managing / Wholetime Director / Independent Director shall be governed as per the provisions of the Act and Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Whereas the term of the KMP (other than the Managing / Wholetime Director) and Senior Management shall be governed by the prevailing HR policies of the Company.

## **5.6 Evaluation**

The Committee shall carry out evaluation of performance of every Director.

The Committee shall identify evaluation criteria which will evaluate Directors based on knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence. The appointment / re-appointment / continuation of Directors on the Board shall be subject to the outcome of the yearly evaluation process.

## 5.7 Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules and Regulations there under and / or for any disciplinary reasons and subject to such applicable Acts, Rules and Regulations and the Company's prevailing HR policies, the Committee may recommend, to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management.

## 6. Remuneration of Managing / Whole-time Director, KMP and Senior Management

The remuneration / compensation / commission, etc., as the case may be, to the Managing / Whole time Director will be governed by the relevant provisions of the Companies Act, 2013 and applicable Rules and Regulations and will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission, etc., as the case may be, shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required. Further, the Chairman & Managing Director of the Company is authorized to decide the remuneration of KMP (other than Managing / Whole time Director) and Senior Management based on the standard market practice and prevailing HR policies of the Company.

## 7. Remuneration to Non-executive / Independent Director

The remuneration / commission / sitting fees, as the case may be, to the Non-Executive / Independent Director, shall be in accordance with the provisions of the Act and the Rules made there under for the time being in force or as may be decided by the Committee / Board / shareholders.

An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

### 3.3 Share Transfer & Shareholders' / Investor Grievance Committee:

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

Mr. Anirudh P. Sethi	Chairman & Executive Director
Mr. Narayan D. Acharya	Non Executive- Independent Director
Mr. Satish K. Shetty	Non Executive- Independent Director
Mr. Semwal G. Dhanesh	Non Executive- Independent Director

The committee is responsible for approving and monitoring transfers, transmission, splitting and consolidation of shares issued by the Company. In addition to that, the committee also monitors redressal of complaints from shareholders relating to transfer of shares, non-receipt of balance sheet etc., No sitting fees is paid to the committee members. The Committee reviewed redressal of investors Grievances pertaining to

share transfer, dematerialization of shares, replacement of lost, mutilated and old share certificates, change of address etc. The committee has also taken steps to strengthening investors relations.

During the year under review, the 4 Share Transfer & Shareholders' / Investor Grievance Committee were held during Financial Year 2015-2016. The dates on which the said meetings were held as follows:

11/05/2015                      11/08/2015                      06/11/2015                      12/02/2016

The status of shareholders' complaints received so far/number not solved to the satisfaction of shareholders/number of pending share transfer transactions (as on 31<sup>st</sup> March, 2016 is given below:-

Complaints Status: 01.04.2015 to 31.03.2016

- Number of complaints received so far                      : 7
- Number of complaints solved                                      : 4
- Number of pending complaints                                      : 3

**Statement showing list of Top 10 Shareholders as on March 31, 2016**

Sr. No.	Top 10 Shareholders	Shareholding at the beginning of the year	
		No. of shares	% of total shares of the company
1	Arunkumar R Chokshi	327700	6.2419
2	Jolly Tea India Limited	70200	1.3371
3	Vasudeo Rajendra Deshprabhu	70000	1.3333
4	Purna Chandra Reddy Kondakindi	46850	0.8924
5	Pragnesh Rohitkumar Pandya	42360	0.8069
6	Kasamali Siraji	36400	0.6933
7	Hemlata Rohitkumar Pandya	32012	0.6098
8	Vaishali Pragnesh Pandya	30306	0.5773
9	Kavi Trilok	29000	0.5524
10	Baroda Agro Industries Ltd.	28600	0.5448

**General Body Meetings**

Particulars of last three Annual general meetings

Meeting	Year	Venue of AGM	Date	Time	Whether Special resolution passed

Annual General Meeting	2015	At - 10, Basement, Maheshwar Darshan Building, Opp. Aasha Parekh Hospital, S.V. Road, Santacruz (w), Mumbai - 400 054	30 <sup>th</sup> September, 2015	11:00 A.M.	Yes
Annual General Meeting	2014	At - 10, Basement, Maheshwar Darshan Building, Opp. Aasha Parekh Hospital, S.V. Road, Santacruz(w), Mumbai - 400 054	30 <sup>th</sup> September, 2014	11:00 A.M.	Yes
Annual General Meeting	2013	10, S. B., Maheshwar Darshan Building, Opp. Aasha Parekh Hospital, S.V.Road, Santacruz (W), Mumbai - 400 054	28 <sup>th</sup> September, 2013	11:00 A.M	Yes

**The special resolutions have been passed at Annual General Meeting dated 30/09/2015 which are as followed:**

- 1) Appointment of Mr. Satish Shetty (DIN: 06988863), as a Director of the Company.
- 2) Appointment of Mr. Dhanesh Semwal as a Director of the Company
- 3) Appointment of Mr. Satish Shetty (DIN: 06988863), as an Independent Director of the Company.

#### **Extraordinary General Meeting (EGM)**

No Extra Ordinary General Meeting held during the financial year under review.

During the year under review, no resolution has been passed through the exercise of postal ballot.

#### **5. DISCLOSURES:**

- a. Materially significant related party transactions:

There were no significant or material related party transactions that have taken place during the year which have any potential conflict with the interest of the company at large. The detailed related party information and transactions have been provided in Notes to Accounts.

- b. During the last three Years, there were no penalties, strictures imposed by either SEBI or stock Exchange or any statutory authority for non- Compliance of any matter related to the capital market except payment of penalty amounting to Rs. 7,96,053/- to BSE for non appointment of woman director on or before 31<sup>st</sup> March, 2016.
- c. Securities of the Company were under suspension in September 2015, then after suspension of securities of the company was revoked by BSE Limited during February, 2016.

## **7. MEANS OF COMMUNICATIONS:**

The Quarterly Unaudited Financial Results and other presentation as to the Company's Performance etc. are made available to the institutional investors/Financial Analysts as and when felt expedient.

The Management discussion and analysis forms part of the Annual Report.

### **WHISTLE BLOWER POLICY:**

Recently, the Security & Exchange Board of India has also prescribed the adoption by all listed companies, of a Whistle Blower Policy as a non-mandatory requirement. The company has adopted a Whistle Blower Policy, which affords protection and confidentially to Whistle blowers.

The Audit Committee Chairman is authorized to receive Protected Disclosures under this Policy. The Audit Committee is also authorized to supervise the conduct of investigations of any disclosures made whistle blowers in accordance with policy.

No personnel have been denied access to the Audit Committee. As of March 31, 2016, no Protected Disclosures have been received under this policy.

In pursuance of Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 The Vigil Mechanism/ Whistle Blower Policy has been uploaded on the website of the Company.

## **8. GENERAL SHAREHOLDER INFORMATION:**

- a. Annual General Meeting: Date, Time and venue: 29<sup>th</sup> September, 2016, at 11.00 A.M. at the Registered Office of the Company.
- b. Financial Year: 1<sup>st</sup> April 2015 to 31<sup>st</sup> March, 2016.
- c. Financial Calendar:
  - i. 1<sup>st</sup> quarterly results – Last week of May, 2016.

- ii. 2<sup>nd</sup> quarterly results – Last week of July, 2016.
  - iii. 3<sup>rd</sup> quarter results – Second week of November, 2016.
  - iv. 4<sup>th</sup> quarter results – Second week of February, 2017.
- d. Date of Book Closure: 21<sup>st</sup> September, 2016 to 29<sup>th</sup> September, 2016
- e. Dividend Payment Date: N.A.
- f. Listing of Equity Shares on Stock Exchanges:

The Company has paid Annual Listing Fees to the Stock Exchanges where the Company's shares are listed for the financial Year up to 31-03-2016

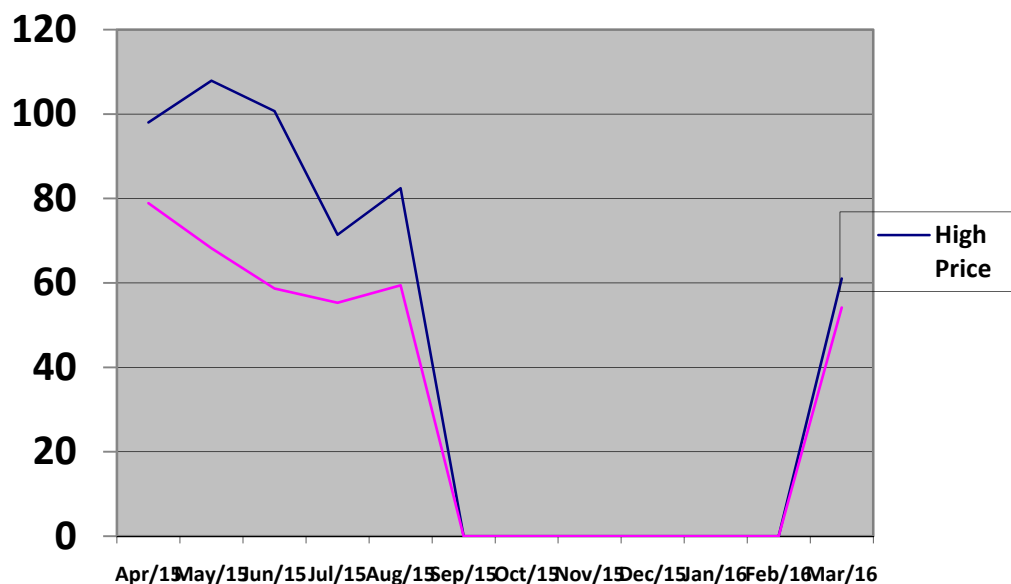
g. Stock Code: **BSE-519303**

h. Demat ISIN number: **INE191N01012**

I. High / Low of Monthly Market Price of the Companies Equity Shares traded on Stock Exchange during the financial year 2015-16:

Month	High Price	Low Price
April 2015	98.00	78.85
May 2015	107.90	68.15
June 2015	100.70	58.65
July 2015	71.40	55.30
August 2015	82.45	59.40
September 2015	Not Available	Not Available
October 2015	Not Available	Not Available
November 2015	Not Available	Not Available
December 2015	Not Available	Not Available
January 2016	Not Available	Not Available
February 2016	Not Available	Not Available
March 2016	61.00	54.15

j. Performance of the Company's shares in comparison with broad-based indices as SE's Sensex:



k. Registrar & Share Transfer Agent:

l.

<b>Name</b>	:	<b>Link Intime India Pvt. Ltd</b>
<b>Address</b>	:	Unit No 303, 3rd Floor, Shoppers Plaza V, Opp Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad - 380009
<b>Tel</b>	:	079 - 2646 5179
<b>Email</b>	:	<a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a> , <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>

Share Transfer System: Valid Share transfer in physical form and complete in all respects were approved and registered within the stipulated period.

m. Distribution of Shareholding as on Dated 31.03.2016

Share Holding of Nominal Value		Share Holders		Share Amount	
Rs.	Rs.	No.	% to total	In Rs.	% to total
Up to	5,000	490	55.62	836550	1.59
5,001 to	10,000	94	10.67	758520	1.44
10,001 to	20,000	64	7.26	1006280	1.92
20,001 to	30,000	82	9.31	2131240	4.06
30,001 to	40,000	75	8.51	2469990	4.70
40,001 to	50,000	15	1.70	716260	1.36
50,001 to	1,00,000	22	2.50	1548150	2.95
1,00,001 &	above	39	4.43	43033010	81.97
<b>Total</b>		<b>881</b>	<b>100.00</b>	<b>52500000</b>	<b>100.00</b>



n. **Shareholding pattern as on 31.03.2016**

<b>Category</b>	<b>No of Shares held</b>	<b>% of Shareholding</b>
a. Promoters and persons who may be deemed to be acting in concert including promoter /directors group Companies	3194400	60.85
b. Mutual Fund/Trust	0	0
c. Financial Institution/Banks		
d. Bodies Corporate	141960	2.70
e. Indian public	1913640	36.45
<b>TOTAL</b>	<b>5250000</b>	<b>100</b>

o. Dematerialization of shares: As on 31-03-2016 Demat shares accounted for 4177800 Equity Shares (79.58%) of total equity.

p. Outstanding GDR / ADR / Warrants: Not Applicable

q. **Address for communication:**

**RUDRAKSH CAP TECH LIMITED**

**Regd. Off.: 10, Basement, Maheshwar Darshan Building, Opp.  
Aasha Parekh Hospital, S.V. Road,  
Santacruz(w), Mumbai - 400 054**

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

**Email Id: [rudrakshcaptech@gmail.com](mailto:rudrakshcaptech@gmail.com)**

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

**Link Intime India Pvt. Ltd**

**Unit No 303, 3rd Floor, Shoppers Plaza V,  
Opp Municipal Market, Behind Shoppers Plaza II,  
Off C G Road, Ahmedabad - 380009.**

**Tel : 079 - 2646 5179**

**Email : [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in),  
[rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)**

## COMPLIANCE CERTIFICATE OF THE AUDITORS

The statutory Auditor have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulation and the same is annexed to this Report.

### DECLARATION

Compliance with the Code of Business Conduct and Ethics

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, all Board Members and Senior Management Personnel have affirmed compliance with RUDRAKSH CAP TECH LIMITED Code of Business Conduct and Ethics for the year ended March 31, 2016.

**For RUDRAKSH CAP TECH LIMITED**

**Place: Mumbai**

**Date: 12/08/2016**

**Sd/-  
(ANIRUDH SETHI)  
Director  
DIN: 06864789**

### CEO/CFO CERTIFICATION

We the undersigned, in our respective capacities as managing Director and Chief Financial Officer of Rudraksh Cap Tech Limited ("the Company") to the best of our knowledge and belief certify that:

a. We have reviewed the financial statements and the cash flow statement for the year 2015-16 and that to the best of our knowledge and belief:

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

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2015-16 which are fraudulent, illegal or violative of the Company's code of conduct;

c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design

or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.

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

- Significant changes in internal control over the financial reporting during the year 2015-16;
- Significant changes in accounting policies during the year 2015-16 and that the same have been disclosed in the notes to the financial statements; and
- Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

**For & on behalf of the Board of Director  
RUDRAKSH CAP TECH LIMITED**

**Date: 12/08/2016  
Place: Mumbai**

**Sd/-  
(PRAGNESH PANDYA)  
CEO  
PAN: AMJPP4238N**

**AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF  
CORPORATE GOVERNANCE**

To the Members of Rudraksh Cap Tech Limited

We have examined the compliance of condition of Corporate Governance by Rudraksh Cap Tech Limited, for the year ended March 31, 2016 as stipulated in Regulation 17,18,19,20,21,22,23,24,25,26,27 and clauses (b) to (i) of sub- regulation (2) of regulation 46 and para C, D and E of schedule V of the securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (collectively referred to as "SEBI Listing Regulation, 2015).

The compliance of conditions of corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance note on certification of corporate Governance, issued by the institute of Chartered Accountant of Indian and was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us,

We certify that such compliance is neither as assurance as to the future viability of the company nor the efficient with which the management has conducted the affairs of the company.

**For Mayur Shah & Associates  
Chartered Accountants**

**Place: - Ahmedabad**

**Date: - 12/08/2016**

**Sd/-  
MAYUR M.SHAH  
(M.NO.36827)  
(PARTNER)  
FRN: 106125W**

## **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 are 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 realized.

### **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 are 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 2015-16.

## **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.

**For And on Behalf of the Company**

**Date: 12/08/2016**

**Place: Mumbai**

**Sd/-  
Anirudh P. Sethi  
Director  
DIN: 06864789**

**Sd/-  
Pragnesh R. Pandya  
CEO  
PAN: AMJPP4238N**

**Sd/-  
Narayan Acharya  
Director  
DIN: 06885894**

# **Independent Auditors' Report**

**TO THE MEMBERS OF RUDRAKSH CAP TECH LIMITED**

## **REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of **Rudraksh Cap Tech Limited** (the Company), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## **MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The Management and Board of Directors of the company are responsible for the matters stated in the Section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Accounting Standards specified under Section 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in audit reports under the provisions of the Act, and the rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparations of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial control system over financial reporting and operating the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.



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

## **OPINION**

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

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

## **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we further report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Financial Statements comply with the applicable Accounting Standards specified under section 133(3) of the Act, read with rule 7 of the Companies (Accounts) Rule 2014
  - e) On the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) In our opinion and to the based of our information and according to the explanations given to us, We report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:

- i) The Company does not have any pending litigations which would impact its financial position.
- ii) The Company did not have any long term contracts including derivative contracts, for which there were any material foreseeable losses.
- iii) There were no amount which were required to be transferred to the Investor Education and Protection Fund by the company.

**FOR, MAYUR SHAH & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**DATE : 14/05/2016  
PLACE: Ahmedabad**

**Sd/-  
(MAYUR M.SHAH)  
(M.NO.36827)  
(PARTNER  
FRN : 106125W**

## **Annexure to Auditors' Report**

Annexure referred to in the Auditors' Report of even date to the Members of **Rudraksh Cap Tech Limited** on the accounts for the year ended 31<sup>st</sup> March, 2016.

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the source of our audit, we report that;

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification.  
(c) The title deeds of immovable properties are held in the name of the company.
2. (a) The inventory has been physically verified at reasonable intervals by the management.  
(b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act.  
(a) Accordingly, provision regarding terms and conditions of the grant of such loans are not prejudicial to the company's interest is not applicable to the company and hence not commented upon.  
(b) Provision regarding the schedule of repayment of principal and repayment of interest is stipulated and repayment or receipt are regular is not applicable to the company and hence not commented upon.  
(c) Provision regarding overdue for more than ninety days and reasonable steps for recovery of the principal and interest is not applicable to the company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
5. The company has not accepted deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 148 of the Act. Hence, the provision of this clause is not applicable to the company.

7. (a) According to the information and explanations given to us and based on the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other Statutory Dues applicable to it.  
(b) According to the information and explanations given to us and the records of the company examined by us, there are no undisputed dues of Income Tax, sales tax, customs duty, wealth-tax, excise duty and cess were in arrears as at March 31, 2016 for a period of more than six months from the date on which they become payable.  
(c) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**FOR, MAYUR SHAH & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**DATE : 14/05/2016  
PLACE: Ahmedabad**

**Sd/-  
(MAYUR M.SHAH)  
(M.NO.36827)  
(PARTNER  
FRN : 106125W**

**RUDRAKSH CAP TECH LIMITED**  
**MUMBAI**  
**BALANCE SHEET AS AT 31ST MARCH, 2016**

	PARTICULARS	Note No.	As at 31/03/16		As at 31/03/15	
			Rs.	Rs.	Rs.	Rs.
<b>I.</b>	<b><u>EQUITY AND LIABILITIES</u></b>					
<b>1.</b>	<b>Shareholders' funds</b>					
	(a) Share Capital	1	52,500,000		52,500,000	
	(b) Reserves and Surplus	2	3,209,654		1,225,633	
	(c) Money received against share warrants		-		-	
				<b>55,709,654</b>		<b>53,725,633</b>
<b>2.</b>	<b>Non- current liabilities</b>					
	(a) Long-term borrowings	3	1,771,197		1,771,197	
	(b) Deferred Tax liabilities (Net)	4	9,641		9,641	
				<b>1,780,838</b>		<b>1,780,838</b>
<b>3.</b>	<b>Current Liabilities</b>					
	(b) Trade payables	5	-		135,000	
	(c) Other current liabilities		-		-	
	(d) Short term provisions	6	168,680		223,602	
				<b>168,680</b>		<b>358,602</b>
	<b>TOTAL</b>			<b>57,659,172</b>		<b>55,865,073</b>
<b>II</b>	<b><u>ASSETS</u></b>					
<b>1.</b>	<b>Non-current assets</b>					
	(a) Fixed assets					
	(i) Tangible assets					
	(iii) Capital work-in-progress		-		-	
	(b) Non-current investments		-		-	
	(c) Deferred tax assets (net)		-		-	
	(d) Long-term loans and advances	7	967,829		967,829	
	(e) Other non-current assets	8	879,820		977,578	
				<b>1,847,649</b>		<b>1,945,407</b>
<b>2.</b>	<b>Current assets</b>					
	(a) Current investments		9,561,000		7,191,875	
	(b) Inventories	9	21,158,706		21,158,706	
	(c) Trade receivables	10	24,661,823		25,387,573	
	(d) Cash and Bank Balances	11	275,050		26,568	
	(e) Short-term loans and advances	12	154,944		154,944	
	(f) Other current assets					
				<b>55,811,523</b>		<b>53,919,666</b>
	<b>TOTAL</b>			<b>57,659,172</b>		<b>55,865,073</b>
	Significant accounting policies and notes to accounts	18				

For and on behalf of the Board  
For, Rudhraksh Cap Tech Limited.

Sd/-                      Sd/-                      Sd/-  
Director                  Director                  CEO  
Anirudh Sethi      Narayan Acharya      Pragnesh Pandya  
DIN: 06864789      DIN: 06885894      PAN:AMJPP4238N

Date:- 14/05/2016  
Place:- Mumbai

Date:- 14/05/2016  
Place:- Ahmedabad

As per Report of Even Date  
For, Mayur Shah & Associates  
Chartered Accountants

Sd/-  
Mayur M.Shah  
(M.NO.36827)  
Partner  
FRN : 106125W

**RUDRAKSH CAP TECH LIMITED**

**MUMBAI**

**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

	PARTICULARS	Note No.	Upto 31/03/2016		Upto 31/03/2015	
			Rs.	Rs.	Rs.	Rs.
I	<b>Revenue from operations:</b>	13	4,627,000		1,191,000	
II	<b>Other Income</b>					
III	<b>Total Revenue (I + II)</b>			4,627,000		1,191,000
IV	<b>Expenses</b>					
	Cost of Materials Consumed	14	368,000		-	
	Purchases of Stock in Trade		-		70,000	
	Changes in inventories of finished goods, work in progress and Stock-in- trade					
	Employee benefits expense	15	297,000		217,000	
	Finance Costs	16	2,250		3,667	
	Depreciation and amortization expense					
	Other expense	17	1,075,729		411,333	
	<b>Total Expense</b>			1,742,979		702,000
V	<b>Profit before tax (VII-VIII)</b>			2,884,021		489,000
VI	<b>Tax expense:</b>					
	(1) Current Tax		900,000		162,000	
	(2) Short/Excess provision of Tax (Earlier years)					
	(2) Deferred tax					
				900,000		162,000
VII	<b>Profit/(Loss) for the period (XI + XIV)</b>			1,984,021		327,000
VIII	<b>Earnings per equity share:</b>					
	(1) Basic			0.38		0.06
	(2) Diluted			0.38		0.06
	See accompanying notes to the financial statements	18				

*For and on behalf of the Board  
For, Rudhraksh Cap Tech Limited.*

Sd/-                      Sd/-                      Sd/-  
Director                  Director                  CEO  
Anirudh Sethi      Narayan Acharya      Pragnesh Pandya  
DIN: 06864789      DIN: 06885894      PAN:AMJPP4238N

Date:- 14/05/2016  
Place:- Mumbai

Date:- 14/05/2016  
Place:- Ahmedabad

*As per Report of Even Date  
For, Mayur Shah & Associates  
Chartered Accountants*

Sd/-  
Mayur M.Shah  
(M.NO.36827)  
Partner  
FRN : 106125W

# RUDRAKSH CAP TECH LIMITED - MUMBAI

*Cash Flow Statement for the year ended on 31/03/2016*

<i>Particulars</i>	<i>Amount Rs.</i>	<i>Amount Rs.</i>
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
<i>Net Profit as per P&amp;L a/c</i>		<b>1,984,021.00</b>
<i>Adjustments for:</i>		
<i>Depreciation</i>	0.00	
<i>Share/Debenture Issue Expenses Written off</i>	0.00	
<i>Preliminary</i>	0.00	
<i>Vat Remission A/c</i>	0.00	
<i>Discount Income</i>	0.00	
<i>(Profit)/loss on sale of Assets</i>	0.00	
<i>Excess Provision of I. Tax W/o</i>	0.00	
<i>Transfer to General Reserve</i>	0.00	
<i>Interest Income</i>	0.00	
<b>Operating Profit before Working Capital Changes</b>		<b>1,984,021.00</b>
<i>Adjustments for:</i>		
<i>Decrease/(Increase) in Current Asset</i>	(1,643,375.00)	
<i>Decrease/(Increase) in Non-Current Assets</i>	97,758.00	
<i>Increase/(Decrease) in Current Liability</i>	(189,922.00)	
<i>Increase/(Decrease) in Non-Current Liability</i>	0.00	
<i>Decrease/(Increase) in Inventories</i>	0.00	
		(1,735,539.00)
<b>Cash generated from operations</b>		<b>248,482.00</b>
<i>Income Tax paid</i>		<b>0</b>
<b>Net Cash flow from Operating activities</b>		<b>248,482.00</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
<i>Purchase of Fixed Assets</i>	0.00	
<i>Investment In Deposits (Net)</i>	0.00	
<i>Sale of Fixed Assets</i>	0.00	
<i>Interest Income</i>	0.00	
<b>Net Cash used in Investing activities</b>		<b>0</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
<i>Repayment of Secured Loans</i>		
<i>Loans Taken During The year</i>	0.00	
<b>Net Cash used in financing activities</b>		<b>0</b>
<i>Net increase/(decrease) in cash &amp; Cash Equivalents</i>		248,482
<i>Cash and Cash equivalents as at 01.04.15</i>		26,568
<i>Cash and Cash equivalents as at 31.03.16</i>		275,050

*As per our report of even date attached*  
**For, MAYUR SHAH & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

Sd/-  
(Mem.No.36827)  
Partner  
FRN : 106125W

**Date:- 14/05/2016**  
**Place:- Ahmedabad**

*For and on behalf of the board*  
**For, Rudhraksh Cap Tech Limited**

Sd/-                      Sd/-                      Sd/-  
Director                  Director                  CEO  
Anirudh Sethi    Narayan Acharya    Pragnesh Pandya  
DIN: 06864789    DIN: 06885894    PAN:AMJPP4238N

**Date:- 14/05/2016**  
**Place:- Mumbai**



**RUDRAKSH CAP TECH LIMITED**

**NOTES FORMING PART OF ACCOUNTS**

Particulars	On 31/03/2016		On 31/03/2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE `1'</b>				
<b>SHARE CAPITAL</b>				
<b>-Authorised</b>				
60,00,000 Equity Shares of Rs.10/- each [Previous Year : 6000000 Equity Shares of Rs.10/- each]	60,00,000	60,00,000	60,00,000	60,00,000
<b>-Issued, Subscribed and Paid up</b>				
52,50,000 Equity Shares of Rs.10/- each Fully Paid up [Previous Year : 52,50,000 Equity Shares of Rs.10/- each]	52,50,000	52,50,000	52,50,000	52,50,000
<b>TOTAL</b>		<u>52,50,000</u>		<u>52,50,000</u>
<b>- Reconciliation of Shares:</b>				
	<b>Nos</b>	<b>Amt(Rs)</b>	<b>Nos</b>	<b>Amt(Rs)</b>
Opening Share Capital	5,250,000	52,500,000	5,250,000	52,500,000
Add: Shares issued During the year	-	-	-	-
Add: Rights/Bonus Shares Issued	-	-	-	-
<b>Total</b>	5,250,000	52,500,000	5,250,000	52,500,000
Less: Buy back of Shares	-	-	-	-
Less Reduction in Capital	-	-	-	-
Closing Share Capital	5,250,000	52,500,000	5,250,000	52,500,000
<b>-List of Share holders having 5% or more Shares (In Nos)</b>				
Name Of Shareholders	In Nos	In %	In Nos	In %
JOLLY ESTATE DEVELOPERS LIMITED	5,20,000	9.90	5,20,000	9.90
MOON SECURITIES LIMITED	5,15,000	9.80	5,15,000	9.80
ANIRUDH PRADUMAN SETHI	11,94,400	22.75	-	-
ARUNKUMAR R CHOKSHI	3,27,700	6.24	1,30,000	2.48
JOLLY MERCHANDISE LIMITED	5,10,000	9.71	5,10,000	9.71
JOLLY SECURITIES LTD.	4,55,000	8.66	4,55,000	8.67

Particulars	On 31/03/2016		On 31/03/2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE `2'</b>				
<b>RESERVES AND SURPLUS</b>				
<b>Profit and Loss Account</b>				
Opening Balance		1,225,633		898,633
Add: Profit During The Year		1,984,021		327,000
		-		-
Closing Balance		3,209,654		1,225,633
<b>Unclaimed Capital Refund</b>		-		-
<b>TOTAL</b>		<u>3,209,654</u>		<u>1,225,633</u>

Particulars	On 31/03/2016		On 31/03/2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE `3'</b>				
<b>LONG TERM BORROWINGS</b>				
<b>Secured</b>				
From Others (This loans has taken against peronal Gaurantee of Directors)				
<b>Unsecured</b>				
From Directors	1,271,197		1,271,197	
Deposit by Maim Dhal Mills Pot. Ltd.	500,000		500,000	
<b>TOTAL</b>		<u>1,771,197</u>		<u>1,771,197</u>

Particulars	On 31/03/2016		On 31/03/2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE `4'</b>				
<b>DEFERRED TAX LIABILITY</b>				
Deferred Tax Liabilities		9,641		9,641
Deferred Tax Assets				
Deferred Tax Liabilities (Net)				
<b>TOTAL</b>		<u>9,641</u>		<u>9,641</u>

Particulars	On 31/03/2016		On 31/03/2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE `5'</b>				
<b>TRADE PAYABLES</b>				
For Goods	-		-	
For Capital Goods and Capital Expenses	-		-	
For Expenses	-		135,000	
<b>Others</b>				
For Statutory Dues	-		-	
For Advances to Customers	-		-	
<b>TOTAL</b>		<u>-</u>		<u>135,000</u>

Particulars	On 31/03/2016		On 31/03/2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE `6'</b>				
<b>SHORT TERM PROVISIONS</b>				
Audit Fees Payable	28,750		22,472	
Income Tax 2010-11	116,930		116,930	
Provision for Expenses	23,000		84,200	
Other Provision	-		-	
<b>TOTAL</b>		<u>168,680</u>		<u>223,602</u>

Particulars	On 31/03/2016		On 31/03/2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE `7'</b>				
<b>LONG TERM LOANS AND ADVANCES</b>				
Long Term Loans and Advances		890,874		890,874
<b>Secured Considered Good:</b>				
Capital Advances	-		-	
Security Deposits	76,955		76,955	
<b>TOTAL</b>		<u>967,829</u>		<u>967,829</u>

Particulars	On 31/03/2016		On 31/03/2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE `8'</b>				
<b>OTHER NON CURRENT ASSETS</b>				
Preliminary Expenditure	451,788		501,987	
Share Issue Expenditure	275,032		305,591	
BSE Public Issue and Other Expenses	153,000		170,000	
Doubtful	-		-	
Others ( Specify Nature)	-		-	
<b>TOTAL</b>		<u>879,820</u>		<u>977,578</u>

Particulars	On 31/03/2016		On 31/03/2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE `9'</b>				
<b>INVENTORIES</b>				
Shares	21,158,706		21,158,706	
(Valued at Cost or Fair Market Value which is Lower)	-		-	
<b>TOTAL</b>		<u>21,158,706</u>		<u>21,158,706</u>

Particulars	On 31/03/2016		On 31/03/2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE `10'</b>				
<b>TRADE RECEIVABLES</b>				
Over Six Months	16,274,151		16,999,901	-
Below Six Months				-
Doubtfull Debtors	8,387,672		8,387,672	
Less:				
Provision for Doubtful Debts ( Debts Due by Directors and Other Related Parties To be disclosed)				
<b>TOTAL</b>		<u>24,661,823</u>		<u>25,387,573</u>

Particulars	On 31/03/2016		On 31/03/2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE `11'</b>				
<b>CASH AND BANK BALANCES</b>				
<b>-Cash and Cash Equivalents</b>				
Cash on Hand	274,680		23,552	
Balance with Banks	370		3,016	
<b>TOTAL</b>		<u>275,050</u>		<u>26,568</u>

Particulars	On 31/03/2016		On 31/03/2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE `12'</b>				
<b>SHORT TERM LOANS AND ADVANCES</b>				
<i>Loans and advances to related parties ( Secured/ Unsecured/ Doubtful)</i>				
<i>Loans and Advance to Directors</i>				
Unsecured Considered Good	154,944		154,944	
Balance with Statutory Authorities	-		-	
<b>TOTAL</b>		<u>154,944</u>		<u>154,944</u>

Particulars	On 31/03/2016		On 31/03/2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE `13'</b>				
<b>REVENUE FROM OPERATION</b>				
Revenue From - Sale of Product	527,000	527,000	268,000	268,000
Other Operating Revenues	4,100,000	<u>4,100,000</u>	923,000	<u>923,000</u>
<b>TOTAL</b>		<u>4,627,000</u>		<u>1,191,000</u>

Particulars	On 31/03/2016		On 31/03/2015	
	Rupees	Rupees	Rupees	Rupees
<b>NOTE `14'</b>				
<b>COST OF MATERIAL CONSUMED</b>				
Purchases		368,000		-
Change in Stocks		-		70,000
Stock at Commencement				
Work-in Process				
Finished Goods				
Less: Stock at Close				
Work-in Process				
Finished Goods				
Stock Decreased / ( Increased ) by		<u>368,000</u>		<u>70,000</u>

<i>Particulars</i>	<i>On 31/03/2016</i>		<i>On 31/03/2015</i>	
	<i>Rupees</i>	<i>Rupees</i>	<i>Rupees</i>	<i>Rupees</i>
<b>NOTE '15'</b>				
<b>EMPLOYEE BENEFITS EXPENSES</b>				
<i>Salaries, Wages, Bonus etc.</i>	297,000		217,000	
<b>TOTAL</b>		<u>297,000</u>		<u>217,000</u>

<i>Particulars</i>	<i>On 31/03/2016</i>		<i>On 31/03/2015</i>	
	<i>Rupees</i>	<i>Rupees</i>	<i>Rupees</i>	<i>Rupees</i>
<b>NOTE '16'</b>				
<b>FINANCE COSTS</b>				
<i>Bank Charges</i>	2,250		3,667	
		<u>2,250</u>		<u>3,667</u>

<i>Particulars</i>	<i>On 31/03/2016</i>		<i>On 31/03/2015</i>	
	<i>Rupees</i>	<i>Rupees</i>	<i>Rupees</i>	<i>Rupees</i>
<b>NOTE '17'</b>				
<b>OTHER EXPENSES</b>				
<i>Travelling Expenses</i>	16,200		-	
<i>Consulting Fees</i>	135,000		55,000	
<i>Legal &amp; Professional Fees</i>	23,000		-	
<i>Audit Fees</i>	55,250		22,472	
<i>Issuer / Listing Fees</i>	53,600		3,372	
<i>Office Expenses</i>	108,000		-	
<i>Preliminary Expenses Written off</i>	97,758		-	
<i>Other Expenses</i>	586,921		330,489	
<b>TOTAL</b>		<u>1,075,729</u>		<u>411,333</u>

## Notes Forming Part of Financial Statements for the year ended 31<sup>st</sup>March, 2016

### **NOTE: 18    SIGNIFICANT ACCOUNTING POLICIES:**

#### **a) Basis of Preparation of Financial Statements:**

These financial statements have been prepared to comply with the generally accepted accounting principles in India (Indian GAAP), including the Accounting standards notified under the relevant provisions of the Companies Act, 2013. The company has prepared these financial statements to company in all material respects with the Accounting standards, notified under Section 133 of the Companies Act, 2013 ("the Act") read together with paragraph 7 of the Companies (Accounts) Rules 2014 to reflect the financial position and the results of operations of **Rudraksh Cap Tech Limited**.

The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian rupees rounded off to the nearest rupees.

The central government in consultation with National Advisory Committee on Accounting standards has amended Companies (Accounting Standard) Rules, 2016 ('principal rules'), vide notification issued by Ministry of Corporate Affairs dated and effective March 30, 2016. The Company believes that the Rule 3(2) of the principal rules has not been withdrawn or replaced and accordingly, the Companies (Accounting Standard) Rules, 2016 will apply for the accounting periods commencing on or after March 30, 2016. Hence the company has not applied the Companies (Accounting Standards) Rules, 2016 in preparation of financial results for the year ended March 31, 2016.

#### **b) Use of Estimates:**

The preparation of financial statements in conformity with Indian GAAP required judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

#### **c) Fixed assets:**

##### **Tangible Assets:**

The Company does not have any fixed assets during the year under review.

**Intangible Assets:**

There is no assets in the books of company which can be accounted as intangible assets.

**d) Depreciation, Amortization and Depletion:**

Tangible Assets:

The Company does not have any fixed assets during the year under review.

Intangible Assets:

There is no intangible asset in the books of company.

**e) Investments:**

The Company does not have any investment during the year under review.

**f) Foreign Currency transactions:**

The Company does not have any Foreign Currency transactions during the year under review.

**g) Current assets:**

Inventories:

Items of inventories are measured at cost of Purchase. Cost of inventories comprises of cost of purchase and other costs including overheads incurred in bringing them to their respective present location and condition.

Sundry debtors:

Sundry debtors are stated at realisable value. Other loans and advances are stated at realisable value.

**h) Prior period and non-recurring items**

Prior period and non-recurring and extra ordinary items are disclosed separately if material.

**i) Income Taxes:**

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing difference between taxable income and accounting income for the period and reversal of timing differences of earlier year / period. Deferred tax assets are recognised only to the

extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognized if there is virtual certainty that sufficient future taxable income will be available to realise the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

**j) Provisions, Contingent liabilities and contingent assets:**

Provision is recognized in the accounts when there is a present obligation as a result of part event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognized nor disclosed in the financial statements.

**k) Revenue Recognition:**

Revenue is recognised only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods, services, service tax, excise duty and sales during trial run period, adjusted for discounts (net), and gain / loss on corresponding hedge contracts.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

**Excise duty / Service tax:**

Excise duty / service tax is accounted on the basis of both, payments made in respect of goods cleared / services provided and provisions made for goods lying in bonded warehouses.

**l) Employees Benefits:**

Company's contribution to provident fund are charged to profit & loss account. Gratuity provision is made on the basis of actuarial valuation and leave encashment expenses are accounted for on payment basis.

**m) Impairment of Asset :**

At each balance sheet date the carrying amount of the asset is tested for impairment. If there is an indication of impairment, the company estimates the recoverable amount of assets. If such recoverable amount of the asset or the recoverable amount of cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is tested as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that the previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

**n) Borrowing cost:**

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the profit and loss statement in the period in which they are incurred.

**o) Earnings per Share (EPS):**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus elements in right issue to existing shareholders, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

**p) Segment reporting:**

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the consolidated financial statements of the company.



**q) Cash and cash equivalents:**

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

**As per our report of even date  
For, Mayur Shah & Associates,  
Chartered Accountants**

**For and on behalf of the Board  
Rudraksh Cap Tech Limited**

**Sd/-  
Mayur M. Shah  
Membership No. 36827  
Partner  
FRN : 106125W**

**Sd/-  
Director  
Anirudh Sethi  
DIN: 06864789**

**Sd/-  
Director  
Narayan Acharya  
DIN: 06885894**

**Place: Ahmedabad  
Dated: 14/05/2016**

**Sd/-  
CEO  
Pragnesh Pandya  
Place : Baroda  
Dated: 14/05/2016**

## 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 - 29<sup>th</sup> September, 2016 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 29<sup>th</sup> September, 2016 at 11.00 A.M at the registered office of the company

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

\_\_\_\_\_  
Signature

=====

**Form No. MGT-11**

**Proxy form**

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

**CIN:** 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 29<sup>th</sup> September, 2016 at 11.00 a.m. at registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

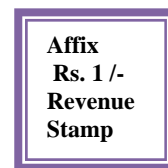
<b>Res. No.</b>	<b>Description</b>	<b>For</b>	<b>Against</b>
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2016		
2	Re-election of Mr. Anirudha Shetty (DIN No 06864789) as a Director of the Company		
3	Ratification of appointment of M/S Mayur Shah & Associates, Chartered Accountants as a Statutory Auditors of the Company and to fix their remuneration for the financial year ending as on 31 <sup>st</sup> March, 2016		

4	Appointment of Ms. Alka Sawhney, as an Independent Director of the Company		
5	Appointment of Mr. Semwal Govindram Dhanesh, as an Independent Director of the Company		
6	Appointment of Mr. Satish Shetty Korogappa, as an Independent Director of the Company		
7	Change of name of the Company from "Rudraksh Cap Tech Limited" To "Alexander Stamps And Coin Limited"		
8	Change of object of the Company		

Signed this.....day of..... 2016

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.*