

CORPORATE GOVERNANCE REPORT

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

1) Company's philosophy on code of governance:

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

2) Board of Directors:

Composition & Category of Directors:

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

During the year seven Board meetings were held and the gap between two meetings did not exceed 4 months. The Board meetings were held on 26th July, 2014, 30th September, 2014, 14th November, 2014, 14th February 2015, and none of the Directors on the Board is a member of more than 10 Committees and more than 5 Committees as Chairman. The names and category of Directors on the Board, their attendance at Board meetings during the year and at the last Annual General Meetings and also the number of Directorships and Committee Memberships / Chairmanships held by them in other Companies are given below:

| SR NO | NAME OF DIRECTOR | EXECUTIVE NON EXECUTIVE, INDEPENDENT DIRECTOR | NO. OF COMPANIES IN WHICH DIRECTORS | NO. OF COMMITTEES IN WHICH POSITION IN HELD | ATTENDANCE IN BOARD MEETING |
|-------|------------------------------|---|-------------------------------------|---|-----------------------------|
| | NARAYAN DHANAVANDHAN ACHARYA | INDEPENDENT DIRECTOR | 0 | 4 | 4 |

| | | | | | |
|--|---------------------------------|--|---|---|---|
| | SATISH SHETTY KOROGAPPA | NON EXECUTIVE, NON PROMOTER DIRECTOR | 0 | 3 | 3 |
| | SEMWAL GOVINDRAM D HANESH | NON EXECUTIVE, NON PROMOTER DIRECTOR | 0 | 3 | 3 |
| | ANIRUDH P. SETHI | PROMOTER/ DIRECTOR | 0 | 3 | 4 |
| | PRAGNESH ROHITKUMAR PANDYA | CHIEF EXECUTIVE OFFICER | 0 | 0 | 3 |

NOTE:

- a. Mr. Anirudh P. Sethi was appointed as a director with effect from 14-05-2014 and for short time was holding the office as a managing director & now continue as a Director.
 - b. Mr. Pragnesh Pandya has been holding the office of the chief executive officer since 8th October, 2014 and is a coordinator for all the committee meetings.
- 3) As per Clause 49 (I) (B) of the Listing Agreement, the Company has no pecuniary relationship or transactions with the non-executive Directors vis-a-vis the Company.

4) Audit Committee:

The Audit Committee comprises of Executive and non-executive Directors Mr. NARAYAN D AACHARYA the independent director, MR.SATISH SHETTY non-executive non promoter, MR.SEMWAL DHANESH, non-executive non promoter has been set up with scope of activities as set out in Clause 49 of the listing agreement with the Stock Exchanges read with Section 177 of the Companies Act, 2013. The broad terms of reference are as contained in Clause 49. Statutory Auditors of the Company attend the meeting and Mr. Pragnesh R. Pandya chief executive officer is the coordinator of the Committee. The Audit Committee met during the year on 23/07/2014, 22/09/2014, 10/11/2014, 09/02/2015 and 07/05/2015. Under the chairmanship of independent director Mr. Narayan D Acharya. The attendance of the Members at the meetings is stated here in below:

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

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

The functions of Audit committee broadly cover the following:

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

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

5) Nomination And Remuneration Committee:

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

Composition of the Committee:

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

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

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

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

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

- 03] Recommending to the board on remuneration payable to the Director(s),KMPs and SMPs of the company based on (i) the company's structure and financial performance and (ii) remuneration trends and practices that prevail in peer companies;
- 04] Retaining, motivating and promoting talent among the employees and ensuring long term sustainability of talented SMPs by creation of competitive advantage through a structured talent review;
- 05] Devising a policy on the diversity in the board;
- 06] Developing a succession plan for the board and SMPs.

6) The role / scope of the NRC is as follows:

- 01] To make recommendations to the board with respect to the incentive compensation plans for executive Director(s) and remuneration of non-executive Director(s);
- 02] To identify persons who are qualified to become Director(s),KMPs, and SMPs of the company;
- 03] To recommend to the board for appointment. Removal of Director(s),KMPs and SMPs of the company;
- 04] To formulate criteria for determining qualification, positive attributes and independence of a Director;

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

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

Details of Remuneration paid to the Directors:

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

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

7) The Shareholders and Investor Grievance Committee:

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

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

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

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

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

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

| | | |
|---|------------|--|
| 3 | 30/09/2014 | 10, BASEMENT, MAHESHWAR DARSHAN BUILDING, OPP AASHA PAREKH HOSPITAL, S.V. ROAD, SANTACRUZ (W), MUMBAI, MAHARASHTRA-400054. |
|---|------------|--|

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

8) Disclosures:

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

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

9) MEANS OF COMMUNICATION

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

10) General Shareholders Information:

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

Address for communication: **Administrative Office:**
Rudraksh Cap-Tech Limited
 301, Camps Corner, Opp. SRP Group-4,
 Near D- Mart, Makarpura, Vadodara-
 390 010, Gujarat.
 Tele-Fax :- 0265-6569067
 E-mailID:- rudrakshcaptech@gmail.com
 Website:- www.rudrakshcap-tech.com

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

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

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

11) STOCK MARKET DATA RELATING TO SHARES LISTED IN INDIA

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

| MONTH | BSE | | |
|----------------|------------|-----------|-------------------------|
| | HIGH (RS.) | LOW (RS.) | Volume of shares traded |
| April 2014 | 7.00 | 7.00 | 210 |
| May 2014 | 6.70 | 7.35 | 1170 |
| June 2014 | 7.00 | 8.15 | 600 |
| July 2014 | 7.00 | 8.15 | 600 |
| August 2014 | 8.55 | 8.97 | 1640 |
| September 2014 | 9.16 | 18.60 | 1987 |
| October 2014 | 18.95 | 26.05 | 666 |

| | | | |
|---------------|-------|--------|--------|
| November 2014 | 26.55 | 36.70 | 8463 |
| December 2014 | 37.40 | 56.00 | 5615 |
| January 2015 | 57.10 | 84.25 | 29,398 |
| February 2015 | 85.90 | 102.45 | 75517 |
| March 2015 | 80.70 | 129.20 | 425491 |

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

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

| No. of equity shares | Share holders | | No. of share | |
|----------------------|---------------|--------------|------------------|--------------|
| | Number | % of capital | Number | % of capital |
| Up to 5000 | 546 | 14.64% | 7,68,599 | 14.64% |
| 5001-10000 | 42 | 02.49% | 1,30,490 | 02.49% |
| 10001-20000 | | | | |
| 20001-30000 | | | | |
| 30001-40000 | | | | |
| 40001-50000 | 29 | 22.02% | 11,56,511 | 22.02% |
| 50001-100000 | | | | |
| 100001 and above | 8 | 60.85% | 31,94,400 | 60.85% |
| TOTAL | 625 | 100% | 52,50,000 | 100% |

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

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

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

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

The Company's Shares are compulsorily traded in Dematerialised form and are available for trading on Central Depository Services (I) Limited (CDSL) **38,30,522** equity shares of the Company representing **72.96%** of the Company's shares capital are

dematerialized as on 31st March, 2015. The balance 22.89% is held by 12,01,800 equity shareholders in physical Form. 60.85 % of the equity shareholding of the promoters is held in dematerialized form as on 31ST MARCH 2015. Till the date of this report 60.85 % of the equity shareholding of promoters is held in dematerialized form.

15) PARTICULARS OF SHAREHOLDING

a) Promoter shareholding as on 31st MARCH 2015.

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

16) INSIDER TRADING REGULATIONS

After the Securities and Exchange board of India has amended the Insider Trading Regulations in January 2015 which came into effect from 14th MAY 2015, the company has suitably revised the Rudraksh Code of Conduct for prevention of Insider Trading and code of corporate disclosure practices which your company has adopted. This code of conduct is applicable to all Directors, such identified employees of the company who are expected to have access to unpublished price sensitive information relating to the company and other connected persons. MR PRAGNESH PANDYA, The Chief Executive Officer of the company is the compliance officer for the purpose of these regulations.

17) VIGILMECHANISM(WHISTLEBLOWER)

The company has not denied access to any personnel to approach the management on any issue. The company is in the process of formulating a policy on vigil mechanism as required under the Companies Act, 2013.

18) RECONCILIATION OF SHARE CAPITAL CERTIFICATION

The Practicing Company Secretary based on the data furnished by REGISTRAR & TRANSFER AGENT have carried out a verification of share capital as per clause 55A of the Listing Agreement with observations to reconcile total admitted capital with Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Audit evidences that the total issued and paid up share capital is in agreement with the total number of shares in physical form and the total no. of dematerialized shares held in CDSL.

Declaration by the CEO on Code of Conduct as required by Clause 49.II.E.2

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

Date: 01/09/2015

For And on Behalf of the Company

Place: Vadodara

S/d

S/d

(Anirudh P. Sethi) (Pragnesh R. Pandya)

Registered Office

10, Basement Maheshwar Darshan Bldg,
Opp. Aasha Parekh Hospital, S.V.ROAD, (W),
MUMBAI-400054.

Address for Correspondence - Corporate 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

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

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

FOR RUDRAKSH CAP-TECH LIMITED

DATE: 27TH AUGUST 2015

MR PRAGNESH PANDYA

Chief Executive Officer

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

To,
The members,
Rudraksh Cap- Tech Limited,

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

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

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

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

FOR ASHOK SHELAT AND ASSOCIATES PRACTISING COMPANY SECRETARIES

PLACE: VADODARA

DATE: 5th May 2015

CS ASHOK V SHELAT

Proprietor-COP NO. ACS-2782

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

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