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RDB Rasayans Limited | Annual Report 2014-15



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RDB RASAYANS LIMITED

Bikaner Building, 8/1 Lal Bazar Street,
3rd floor, Kolkata-700001
Website: www.rdbgroup.in



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Shanti Lal Baid
Managing Director

Mr. Sandeep Baid
Whole Time Director

Mr. Mahendra Pratap Singh
Non-Executive Independent Director

Mr. Sharad Kumar Bachhawat
Non-Executive Independent Director

Mrs. Pragya Baid
Non-Executive Director

Mr. Abhay Bharat Kumar Doshi
Non-Executive Director (w.e.f.28.05.2015)

Mr. Prabir Kumar Sarkar
Non-Executive Independent Director
(Expired on 11.04.2015)

CHIEF FINANCIAL OFFICER

Mr. Bidhan Neogi

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Mausami Das
(w.e.f. 28.05.2015)

AUDITORS

Statutory Auditors

S.M. Daga & Co.
Chartered Accountants
11, Clive Row, Kolkata-700 001

Internal Auditor

J.B.S. & Company,
Chartered Accountants
60, Bentick Street, 4th Floor,
Kolkata- 700 069

BANKERS

AXIS Bank Limited
State Bank of India
Oriental Bank of Commerce
Kotak Mahindra Bank
HDFC Bank

SOLICITORS

Dipayan Choudhury, Advocates
5, Kiran Shankar Roy Road,
3rd Floor, Kolkata-700 001

REGISTRAR & SHARE TRANSFER AGENT

Main Office

M/s Link intime India Private Limited
C-13 Pannalal Silk Mills Compound,
L B S Marg, Bhandup (W)
Mumbai- 400 078
Phone No. 022-2596 0320
Fax No. 022- 2594 6969
e-mail- mumbai@linkintime.co.in

Branch Office

M/s Link intime India Private Limited
59C, Chowringhee Road, 3rd Floor,
Kolkata – 700 020
Phone No. 033-2289 0540, 2290-9469
Fax No. 033-2289-0539,
e-mail: kolkata@linkintime.co.in
Contact Person – Mr. S.P Guha
(Head-Kolkata Operation)

REGISTERED OFFICE

“Bikaner Building”
8/1, Lal Bazar Street,
3rd Floor, Room No. -9
Kolkata-700 001
Phone No. 033-4450 0500
Fax No. 033-2242-0588,

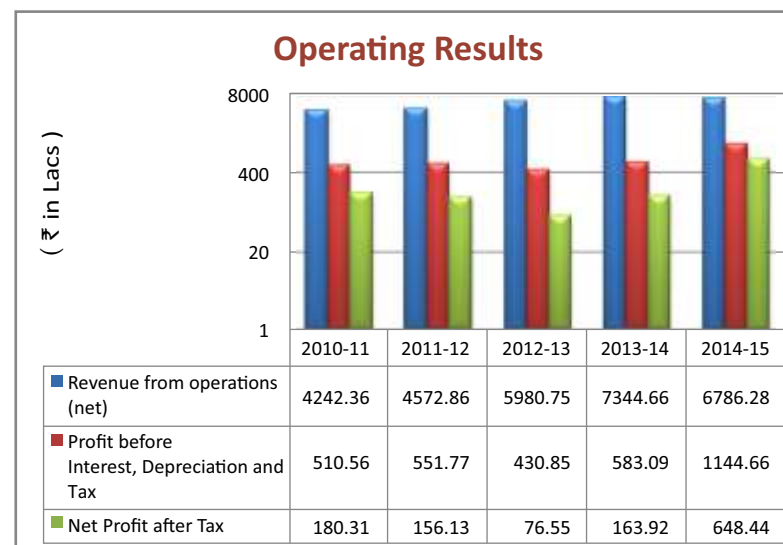


Photo of Shareholders during Factory visit.

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Financial Highlights



Disclaimer

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Route Map to the venue of the 20th AGM of RDB Rasayans Ltd.



ABOUT US

RDB Rasayans is one of the leading manufacturers and exporter of bulk packaging in Eastern India. Its plant is located at Haldia, West Bengal. It can produce 25 lakh of PP Woven Small Bags and 2 lakh Jumbo bags per month approximately with various sizes and shape with load capacity within range from 25kg to 2000kg. The Company, with its robust infrastructure, optimise manufacturing and operational sophistication, ensures the supply of quality products and best services to its Customer. The Shares of Company are listed in BSE Ltd and it is also certified ISO 9001:2008 organization. It is a proud supplier of polymer based bags to various prestigious organizations in domestic market as well as overseas market.

The Company comes up with more innovative products; the objective is to attain a larger market share. Presently it's product portfolio are as under:

Woven Sacks	Fabric	FIBC (Jumbo Bags)	Liner
❖ Food grade bags	❖ Un-laminate and laminate fabric	❖ Circular bags	❖ LDPE liner
❖ Fertilizer bags	❖ Ventilated fabric	❖ U-Panel bags	❖ LLDPE liner
❖ Sugar bags with inner liner	❖ Transparent fabric	❖ 4-Panel bags	❖ HM-HDPE liner
❖ Standard cement bags	❖ PP and jute mix fabric	❖ Bag in bags	❖ FORM-Fit liner
❖ Perforated laminated cement bags	❖ Packing fabric	❖ Baffle bags(Q-bags)	❖ Small bag liner
❖ Normal standard and gusseted bags		❖ One Panel baffle bags	❖ Bulk Container liner
❖ Tea/ Coffee Bags		❖ Pallet less baffle bags	
❖ Valve bags		❖ Single loop and two-loop bags	
		❖ Potato's bags	
		❖ Conductive bags	
		❖ Tunnel bags	
		❖ UN-certified bags	
		❖ Sleeve bags	
		❖ Asbestos bags	
		❖ Conical bags	

CHAIRMAN'S REVIEW



Financial Performance

It is with immense pleasure I like to inform you that despite challenging conditions in the global and domestic market, the Company maintained its bottom line growth. However, fierce business competitions lead to reduction in the price of finished products which resulted reduction of turnover from ₹7344.66 lakhs to ₹6786.27 lakhs.

Business strategy

- We strengthen our competence in industrial packaging through our rich experience in this field.
- We have increased focus on product innovation, quality control, and productivity enhancement and endeavor to expand our capacity on a continuous basis to include sophisticated products which will enhance our realization and improve profitability.
- As environmental norms are getting stringent, we continue to remain environmentally eco friendly and socially responsible towards green revolution.
- We have tied up with Haldia Petrochemicals, Reliance Industries Ltd., IOC to ensure uninterrupted supply of polypropylene (primary raw material) for production.
- We have strengthened our relation with our customer by providing better customer service & satisfactions which have resulted in customers entering into Long Term Purchase Agreement with us.
- We endeavor to invest in infrastructure and research to enhance to optimize manufacturing and operational sophistication in coming years to set our foot into markets where superior technology is warranted.

Message to stakeholders

As an organization, your Company has a large canvas of opportunities in front of it and we are fully prepared to leverage them with the cooperation and commitment of our employees, partners and associates. As a part of this market, your Company is also looking forward to come up with new ideas for enhancing the quality of products that suit the requirement of industry at large.

I look forward to your support and encouragement to help your Company scale newer heights in the coming years. I would like to take this opportunity to thank all the stakeholders, as also the Board of Directors for their invaluable guidance throughout the journey.

Mr. Shanti Lal Baid
Chairman and M.D.

BRIEF PROFILE OF THE DIRECTORS

Mr. Shanti Lal Baid, is the Chairman and Managing Director of RDB Rasayans Ltd. He is an Industrialist having experience of about 43 years in Management and Administration in the field of Electrical Goods and Cables Industries. He was actively involved in setting up the Plant at Haldia and currently looking after the Marketing, Finance and sales of the company.

Mr. Sandeep Baid, son of Mr. Shanti Lal Baid, is the Whole time Director of the Company. He is a commerce graduate (Delhi university), MBA with experience of about 16 years in the field of manufacturing and marketing of Electrical goods, cables and packing materials & woven sack. He is currently looking after the production, marketing along with the full administration of the plant.

Mr. Mahendra Pratap Singh, is the Independent Director of RDB Rasayans Ltd. He got his master's degree in Geophysics from Banaras Hindu University. He was selected as Dy. Superintendent of Police in CRPF in 1970. He also pursued Master degree in Business Management Programme at Asian Institute of Management. Thereafter, he worked with many organizations at different managerial positions. His varied experience and exposure can immensely help the Board to take appropriate strategic decision in a competitive business era.

Mr. Sharad Kumar Bachhawat

Mr. Sharad Kumar Bachhawat is the Independent director of RDB Rasayans Ltd. He is the son of Late Tej Karan Bachhawat and started his career in cosmetic and manufacturing of readymade garment. From the last 11 years he is associated with Real Estate Business. He was also the president of one of the sports club and also involve with some social organization.

Mrs Pragya Baid

Mrs. Pragya Baid is the Non-Executive Director of RDB Rasayans Ltd. She is M.Com from Burdwan University, WB. She is inducted as the Woman Director of the Company.

Mr. Abhay Bharat Kumar Doshi

Mr. Abhay Bharat Kumar Doshi has been inducted as Additional Independent director of the Company w.e.f 28.05.2015. Mr. Abhay Bharat Kumar Doshi has good experience in IT Industry over the years. He is graduate in Computer Science and Engineering and took Master degree in Information Systems Management from the Carnegie Mellon University, USA. He had worked with IBM India Labs & assisted several start-ups in the IT Industry over the years. He has been associated with various charitable institutes and voluntary work organizations throughout the last decade most notably-the Interact and Rotaract movement and Round Table India.

Mr. Prabir Kumar Sarkar passed away on 11.04.2015. He was the Independent Director of RDB Rasayans Ltd. The invaluable contributions of Mr. Prabir Kumar Sarkar towards the progress of the Company is always appreciated.

NOTICE

RDB RASAYANS LIMITED

Registered Office : Bikaner Building, 8/1, Lal Bazar Street, 3rd Floor, Room No. 9

Kolkata - 700 001, Phone : 033-44500500, Fax : 033-22420588.

E-mail : info@rdbindia.com

CIN : L36999WB1995PLC074860



Notice is hereby given that the Twentieth Annual General Meeting of the members of M/s. **RDB RASAYANS LIMITED** will be held on Friday, the 4th day of September, 2015 at 10.00 A.M., at Kala Kunj, 48, Shakespeare Sarani, Kolkata- 700 017 to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended on 31st March, 2015.
3. To appoint a director in place of Sri Shanti Lal Baid (DIN: 00056776) who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Sections 139 and 142 of the Companies Act, 2013, and Rules made thereunder, and the recommendations of Audit Committee of the Board of Directors, the consent of the Company be and hereby accorded for ratification of appointment of M/s S.M. Daga & Co, Chartered Accountants (Registration No. 303119E) as the Statutory Auditors of the Company, for the financial year 2015-16, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of out of pocket expenses incurred by them for the purpose of Audit.”

Special Business

Appointment of Shri Abhay Bharat Kumar Doshi as Independent Director.

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

“RESOLVED THAT that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Sri Abhay Bharat Kumar Doshi (DIN: 06428170), who was appointed as an Additional Director with effect from May 28, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article 83 of Article of

Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office as such for a period of 5 (five) consecutive years, with effect from May 28, 2015 and that he shall not be liable to retire by rotation.”

Borrowing Limit

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution :-

“**RESOLVED THAT** in supersession of earlier resolutions passed in this regard, and pursuant to Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013(“the Act”), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money from time to time, on such terms and conditions and with or without security as the Board of Directors may deem fit from banks, financial institutions or any other entity notwithstanding that the money or money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the company's bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided however that the total amount of money/ monies so borrowed by the Board and remaining outstanding shall not at any time exceed the limit of ₹ 50 crore (Rupees Fifty crore) and that all borrowings already made by the Board upto the date of this meeting, be and is hereby ratified and confirmed.

By order of the Board
For **RDB Rasayans Limited**

Place: Kolkata

Date: 28th day of May, 2015

Mausami Das
(Company Secretary)

NOTES:

1. Explanatory statement pursuant to section 102(1) of the Companies Act, 2013 is attached herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. INSTRUMENT OF PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

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 RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** Instructions and other information relating to e-voting are given in this Notice under Note No. 22. The Company will also send communication relating to remote e-voting which inter-alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
4. Corporate Members intending to send their authorised representatives to attend the meetings are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The details of Director seeking re-appointment in terms of Clause 49 of the Listing Agreement are annexed hereto and forms part of this Notice.
6. (a) Pursuant to the provision of section 91 of the Companies Act, 2013 (corresponding to 154 of the Companies Act, 1956), the Register of Members and Share Transfer Books of the Company will remain closed from 28th August, 2015 to 04th September 2015 (both days inclusive) for determining the names of the members eligible for dividend on Equity Shares, if declared at the meeting.

(b) The dividend on Equity Shares, if declared at the meeting will be payable on or before 3rd October, 2015 to those members:
 - i. whose names shall appear on the Company's register of Members after giving effect to the valid share transfers lodged/received by the Company's Registrar and Share Transfer Agent (RTA) on 27th August, 2015.
 - ii. whose names shall appear as Beneficial Owner as at the end of business hours on 27th August, 2015 to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in electronic form.
7. Members who hold shares in the physical form and wish to make/ change a nomination in respect of their shareholding in the Company, as permitted under section 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13/14 as required, to the Company's Registrar & Share Agent.
8. Members wishing to claim dividends, which remain unclaimed, are requested to write to the Company Secretary & Compliance Officer at the registered office or M/s Link Intime India Pvt. Ltd, the Registrar and Share Transfer Agent of the Company. Members may note that dividends not claimed within seven years from the date of transfer to the

Company's Unpaid Dividend Account, will be as per Section 124 of the Companies Act, 2013 be transferred to the Investor Education & Protection Fund.

9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, M/s. Link Intime India Pvt. Ltd cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the members.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ RTA.
11. For convenience of Members and for proper conduct of the meeting, entry to the meeting venue will be regulated by attendance slip, which is enclosed with the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
12. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants or send an e-mail to at kolkata@linkintime.co.in to M/s. Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent, for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. The Notice of the 20th AGM and instructions for e-voting along with Attendance slip and Proxy Form, is being sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository participants. Members who have not registered their e-mail addresses physical copies of the aforesaid documents are being sent by the permitted mode. Members may also note that Notice of 20th Annual General Meeting and Annual Report for 2014-15 will also be available on Company's website at www.rdbgroup.in for their download.
15. Non-Resident Indian Members are requested to Inform the RTA immediately of :
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number, and address of the Bank with pin code number.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their

Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agents.

17. The Company has designated an exclusive e-mail ID investor.rasayans@rdbindia.com which would enable the members to communicate their grievances. The Members may send their grievances, if any, to this e-mail ID for its quick redressal.
18. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to send their queries at an early date so that the desired information may be made available at the meeting.
19. As a measure of austerity, copies of Annual report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the meeting.
20. No Compliment or gift of any nature will be distributed at the Annual General Meeting.
21. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance “ by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including the Annual Report which can be sent by e-mail to its members. To support this green initiative, the Company requested its valued shareholders to register their e-mail addresses with the Registrar & Share Transfer Agent or with the Company. In order to continue its endeavor towards paperless communication, the Company request the members who have not yet registered their e-mail ID with the Company, to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with the Company's Registrar & Share Transfer Agent, M/s. Link Intime India Private Limited.

22. **Voting through electronic means**

In compliance with the provisions of Sections 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members facility to exercise their right to vote at 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities depository Limited (NSDL).The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM(“remote e-voting”) will be provided by National Securities Depository Limited. (NSDL).

I. The instruction of e-voting are as under:

- A. In case of Member receives an email from NSDL (**for members whose e-mail IDs are registered with the Registrars and Share Transfer Agent/Depository Participants**).
 - i. Open email and open PDF file viz, “RDBRL remote e-voting pdf” with your client ID or folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

- ii. Launch internet browser by typing the following <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder- Login.
 - iv. Put user ID and Password as initial password noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of e-voting opens. Click on “e-voting- Active E-voting cycles.”
 - vii. Select Electronic Voting Event Number (“EVEN”) of RDB Rasayans Ltd.
 - viii. Now you are ready for e-voting as 'Cast Vote' page opens.
 - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x. Upon confirmation the message “Vote cast successfully” will be displayed.
 - xi. Once you have voted on the resolutions, you will not be allowed to modify your vote.
 - xii. Institutional Shareholder (i.e. other than individuals, HUF, NRIs etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizermkb@gmail.com with a copy marked to evoting@nsdl.co.in.
 - xiii. A facility for voting through Poling Paper is made available at the annual general Meeting venue and the members attending the meeting who have not cast their vote by remote e-voting can exercise their right during the meeting on 04th September, 2015 between 10.00 AM till the conclusion of the meeting.
- B. In case a Member receives physical copy of the notice of AGM (for members whose e-mail IDs are not registered with the Registrars and Share Transfer Agent/Depository Participants or requesting physical copy):**
- i. Initial password is provided as below/ at the bottom of the attendance Slip for AGM.

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- II. In case of any queries you may refer to Frequently Asked questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.
 - III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
 - IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - V. The remote e-voting period commences on Tuesday, the 01st September, 2015 (9.00 am) and ends on Thursday 3rd September, 2015 (5.00 pm). During this period the shareholder of the Company, holding shares either in physical form or in dematerialized form, as on cut off date of 28th August, 2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by shareholder, the shareholder shall not be allowed to change it subsequently.
 - V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 28th August, 2015.
 - VI. E-voting right cannot be exercised by a Proxy.
 - VII. The Company has appointed Mr. Manoj Kumar Banthia, Practicing Company Secretary (ACS No. 11470, CP No. 7596) of MKB & Associates, as the scrutinizer for conducting the e-voting process in the fair and transparent manner.
 - VII. The scrutinizer shall within a period not exceeding three working days from the conclusion of e-voting period unblock the votes in presence of atleast two witnesses not in the employment of the company and make a Scrutinizer report of the votes cast in favour or against, if any, forthwith to the Chairman of the company, will submit his final report to Chairman of the company within three working days after the conclusion of e-voting period.
 - VIII. The results of annual general meeting shall be declared by the Chairman or his authorized representative or any one Director of the Company on or after annual general meeting within the prescribed time limits.
 - IX. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.rdbgroup.in and on the website of NSDL with in the prescribed time and will also be forwarded to BSE Limited, Mumbai, where the shares of the Company are listed.
 - X. The scrutinizer's decision on the validity of e-voting will be final.
23. The Notice of Annual General Meeting will be sent to the members, whose names appear in the Register of Members/ Depositories as at closing hours of business, on Friday, 24th July, 2015.

24. The shareholders shall have one vote per equity share held by them as on the cutoff date of 28th August, 2015. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
25. The results on above resolution shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013.

Item No. 5

Sri Abhay Bharat Kumar Doshi was appointed as an Additional Director w.e.f May 28, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 83 of Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above Director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the Company proposing Sri Abhay Bharat Kumar Doshi candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

In the opinion of the Board, Sri Abhay Bharat Kumar Doshi, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as Independent Director of the Company and is independent of the management. Upon the confirmation of the appointment as Independent Director by the Member of the Company, the appointment shall be formalised by the issue of a letter of appointment by the Company to the said Independent Director.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri Abhay Bharat Kumar Doshi, as Independent Directors, for the approval of shareholders of the Company. A brief profile of proposed Independent Director, including nature of his expertise, is provided as Annexure to the Notice.

Except Sri Abhay Bharat Kumar Doshi, none of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this Resolution. The Board recommends the Ordinary Resolutions as set out at item no. 5 for approval of the Members.

Item No. 6

The shareholders of the Company had by an ordinary resolution passed in the Annual General Meeting held on September 28, 2011 authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding ₹ 50 Crores over and above the paid up capital of the Company and its free reserves, for the business of the Company. However, Section 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the said power only with the consent of the Company by a special resolution.

Accordingly, the Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders. The approval of shareholders is also sought for all the borrowings made, if any, by the company till the date of this meeting.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

By order of the Board
For **RDB Rasayans Limited.**

Place: Kolkata
Date: 28th day of May, 2015

Mausami Das
(Company Secretary)

BRIEF PROFILE OF DIRECTORS BEING APPOINTED/RE-APPOINTED AS SET OUT IN THIS NOTICE, IN TERMS OF CLAUSE 49 OF THE LISTING AGREEMENTS RELATING TO CORPORATE GOVERNANCE

Name of director	Sri Shanti Lal Baid
Date of birth	02 nd June, 1950
Relationship with other director inter se	Father of Sri Sandeep Baid & Father in law of Smt. Pragya Baid
Date of appointment	01 st October, 2001
Expertise in specific functional area	Management & Administration
Brief profile	He is an industrialist over 43 years of experience in management and administration in the field of electrical goods and cable industries. He was actively involved in setting up the plant at Haldia and currently looking after the management and administration of the Company.
No. Of equity shares held in the Company	520000*
List of other companies in which directorships are held	NIL
Committee Position held in RDB Rasayans Ltd.	Stakeholder Relationship Committee - Member
Committee Positions in other Public Companies	Nil

*includes 140000 shares of Shanti Lal Baid (HUF)

Name of director	Sri Abhay Bharat Kumar Doshi
Date of birth	02 nd August, 1983
Relationship with other director inter se	None
Date of appointment	May 28, 2015
Expertise in specific functional area	Managerial Qualities
Brief profile	He has good experience in IT Industry over the years. He has graduate degree in Computer Science and Engineering and followed it up with a Masters in Information Systems Management from the Carnegie Mellon University, USA. He has worked with IBM India Labs & assisted several start-ups in the IT Industry over the years. He has been associated with various charitable institutes and voluntary work organizations throughout the last decade most notably-the Interact and Rotaract movement and Round Table India.
No. Of equity shares held in the Company	Nil
List of other companies in which directorships are held	1. Bharat Chemtrade Pvt. Ltd. 2. Academy of Stem India 3. Anjaniputra Conclave Pvt. Ltd.
Committee Position held in RDB Rasayans Ltd.	Nil
Committee Positions in other Public Companies	Nil

DIRECTOR'S REPORT

To
The Members,

Your Directors have pleasure in presenting their Twentieth Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2015.

FINANCIAL SUMMARY

Particulars	Year ended 31.03.2015(₹)	Year ended 31.03.2014(₹)
Revenue from operations	678,627,971	734,466,067
Other Income	90,396,776	4,656,885
Profit before Interest, Depreciation & Tax	114,466,232	58,309,235
Less: Interest	12,580,718	15,529,948
Less: Depreciation	8,924,521	18,262,895
Profit before taxation	92,960,993	24,516,392
Less: Provision for current tax, deferred tax and tax adjusted for earlier year	28,116,819	8,124,414
Profit/(Loss)after tax	64,844,174	16,391,978
Add: Balance brought forward from last year	42,660,540	36,699,700
Balance available for appropriation	1,07,504,714	53,091,678
Less: Appropriations		
a. Proposed dividend on equity shares	8,857,400	8,857,400
b. Dividend Distribution Tax thereon	1,813,523	1,573,738
Balance carried to Balance Sheet	96,833,791	42,660,540

Transfer to Reserve

During the year under review, no amount was transferred to General Reserve.

Performance Review

Financial year 2014-15 was a very challenging one. Persistent recession in the global and domestic market reduced demand of packaging material. Fierce business competitions lead to reduction in the price of finished products which resulted reduction of net turnover from ₹7344.66 lakhs to ₹ 6786.27 lakhs. Despite this constraints and challenges the Company's net profit after tax increased from ₹163.92 lakhs to ₹648.44 lakhs primarily due to recognition of interest income accounted for pursuant to SEBI direction and the guidelines prescribed under AS-9 with regard to revenue recognition.

Dividend

Your Directors have recommended a dividend of ₹ 0.50 per equity share for the financial year ended 31st March, 2015 subject to the approval of members in the ensuing Annual General Meeting. The total dividend pays out (including dividend tax) for the year under review is ₹10,670,923.

The dividend will be paid on or before 3rd October, 2015 to those members, whose names appear in the Register of Members as on 27th August, 2015.

Change in Nature of Business

There has been no change in nature of business during the F.Y 2014-15.

Significant and Material Orders passed by the Regulators/Courts/Tribunals

SEBI vide Order dated 06th August, 2014 imposed a consolidated penalty of ₹ 3 crore on Mr Sunder Lal Dugar (Ex-Director and Chairman), Mr. Sandeep Baid(Whole Time Director), Mr. Prabir Kumar Sarkar, Mr. Mahendra Pratap Singh and Mr. Sachin Sridhar(Ex-Director) and an additional penalty of ₹5 lakh on Mr. Sandeep Baid (Whole time Director). All the Directors filed an appeal against the SEBI order in the SAT.

Investigation by SEBI on public offer has been completed .SEBI has issued an Order dated 19th December, 2014, under section 11(1), 11(4), and 11B of the SEBI Act, 1992 with respect to the ad interim ex parte Order dated 28th December, 2011. The said Order dated 19.12.2014 issued the following direction-

i. Prohibited the Company and Mr.Sunder Lal Dugar, Mr. Shanti Lal Baid and Mr. Sandeep Baid from buying, selling or dealing in securities in any manner whatsoever, for the period of four years. The period of prohibition already undergone by them pursuant to the above interim order shall be taken into account for the purpose of computing the period of prohibition imposed in the order.

ii. Subject to the applicable provisions of Companies Act, 1956 and Companies Act, 2013, RDB Rasayans shall utilize the funds raised in the IPO and lying in the escrow account for purposes disclosed in its Prospectus.

The matter in respect of Special Leave Petition filed by SEBI challenging the interim Order of Calcutta High Court granting withdrawal of funds was disposed off by the Hon'ble Supreme Court on the basis of Joint petition and consent order filed by the SEBI and the Company on 22.09.2014.

In view of the consent Order passed by the Supreme Court of India by its Order dated 22nd September, 2014, the Writ Petition W.P. No. 1971 (W) of 2012 filed by the Company with respect to ad interim ex-parte Order dated December 28, 2011 passed by Securities And Exchange Board of India (SEBI) has been disposed off as withdrawn by Hon'ble Calcutta High Court on 18.12.2014.

The utilization of IPO proceeds as on 31.03.2015 has been reported under Note No. 2.1(h) in Notes to the accounts.

Material Changes and Commitments after the Balance Sheet Date

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

Details of Directors or Key Managerial Personnel including those who were appointed or have resigned during the year

Independent Directors

At the Annual General Meeting held on 5th September, 2014, the existing Independent Directors, Mr. Mahendra Pratap Singh, Mr. Prabir Kumar Sarkar and Mr. Sharad Bachhawat were appointed as Independent Directors under section 149(6) of the Companies Act 2013 and Clause 49 of the Listing Agreement for a period of (5) five years upto 31st March, 2019.

Consequent to the demise of Mr Prabir Kumar Sarkar on 11.04.2015, the Board recommended the appointment of Mr. Abhay Bharat Kumar Doshi as Additional Independent Director of the Company w.e.f 28.05.2015 subject to approval of the shareholders of the Company in the ensuing Annual General Meeting.

Statement on Declaration given by Independent Directors under sub- section (6) of Section 149

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Familiarization Programme undertaken for Independent Directors

The Independent Directors are familiarised with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. On appointment, the Independent Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through a formal induction program on the Company's operations, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. The familiarization program is available on the Company's website under the weblink: [www.rdbgroup.in / investorrelations.asp](http://www.rdbgroup.in/investorrelations.asp).

Non-Independent Director

During the year under review, Ms Kusum Devi Dugar, spouse of Mr. Sundar Lal Dugar, was inducted as woman director of the Company. Ms Kusum Devi Dugar resigned and Ms Pragya Baid, spouse of Mr. Sandeep Baid was appointed as woman Director w.e.f 15.07.2014.

Retirement by Rotation

As per the provisions of Section 152(6) (c) of the Companies Act, 2013, Mr. Shanti Lal Baid retires by rotation, and being eligible, offers himself for re-appointment. In view of his considerable experience and contribution to the Company, your Directors recommend his re-appointment.

A brief resume of the Directors proposed to be appointed along with additional information pursuant to clause 49 of the Listing Agreement is provided in the notice of Annual General Meeting

Key Managerial Personnel

Mr. Bidhan Neogi is the Chief Financial Officer of the Company. Ms Swati Agarwal resigned as Company Secretary w.e.f 14.02.2015 and Ms Mausami Das has been appointed as Company secretary w.e.f 28.05.2015.

Board Evaluation

Pursuant to the provisions of section 134 of the Companies Act, 2013 and Clause 49 of the Listing Agreement the Board has carried out an annual performance evaluation of its own performance, that of its Committees and the Directors individually. Each of the directors are required to evaluate the effectiveness of the Board as a whole and committees and Board (excluding the one being evaluated) further evaluate the performance of each Directors, based on the feedback forms.

The Directors expressed their satisfaction over the evaluation process and results thereof.

Directors' Responsibility Statement

Pursuant to section 134(3)(c) of the Companies Act, 2013, the Directors to the best of their knowledge hereby state and confirm that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and the statement of profit of the company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis; and
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Industrial Relations and Human Resource Management

Your Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business.

The Company is constantly working to create a congenial work environment and motivating employees at all levels and shall always place all necessary emphasis on continuous development of its human resources.

Management Discussion and Analysis Report

Management Discussion and Analysis Report for the year under review as stipulated under Clause 49 of the Listing Agreement with the Stock exchange is presented in a separate section forming part of the Annual report.

Corporate Governance Report

As required by Clause 49 of the Listing Agreement with the Stock exchanges, the Corporate Governance Report and the Auditor's certificate regarding compliance of conditions of Corporate Governance, form part of the Annual Report.

CEO/CFO Certification

The CEO/CFO certificate on the financial statements of the Company as required under Clause 49 of the Listing Agreement forms part of the Annual Report.

Subsidiaries

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

Statutory Auditors

M/s. S M Daga & Co, Chartered Accountants was appointed as Statutory Auditors of the Company for a period of 2 years pursuant to section 139(2) of the Companies Act 2013 and rules made thereon in the Annual General Meeting held on 5th September 2014, subject to annual ratification by members. Accordingly a resolution seeking member's ratification for the appointment of M/s. S M Daga & Co as statutory Auditor for the F.Y. 2015-2016 is included in the Notice convening the Annual General meeting. In this regard, the Company has received a certificate from the auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

Auditors' Observations

There are no reservations, qualifications or adverse remarks contained in Auditors' Report attached to the Balance sheet as at 31st March, 2015

Cost Audit

As per the Companies (Cost Records & Audit) Amendment Rules, 2014 dated 31st December, 2014 the products of the Company do not fall under any of the Central Excise Tariff Act, 1985 heading which are covered for applicability of the above rules. Hence, maintenance of Cost Records and Cost Audit is not applicable to the Company.

Public Deposits

During the year under review, the Company has neither accepted nor renewed any public deposit and has no overdue or unclaimed public deposit, covered under section 76 of the Companies Act, 2013, read with Companies (Acceptance of Deposit) Rules, 1975.

Share Capital

The paid up equity share capital as at March 31, 2015 stood at ₹ 177,148,000. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2015, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

Extract of the annual return

The Extract of Annual Return in form no MGT-9 forms part of the Board's Report and is annexed herewith as Annexure A.

Particulars of Employees and Related Disclosures

The statement containing the disclosure as required in accordance with the provisions of Section 197(12) of the Companies Act 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure B and forms a part of the Board Report.

Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, the Company has appointed Ms. Disha Dugar, Practicing Company Secretary to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is included as Annexure C and forms an integral part of this Report.

Conservation of energy, technology absorption and foreign exchange earnings and outgo

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in Annexure D and forms part of this Report.

Number of meetings of the Board of Directors

The details of the number of meetings of the Board held during the financial year 2014-15 forms part of the Corporate Governance Report.

Meetings of Independent Directors

During the year under review, a meeting of Independent Directors was held on 11th February, 2015 wherein the performance of the non-independent directors and the Board as a whole was reviewed. The Independent Directors at their meeting also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board of Directors of the Company.

Audit Committee

The composition and terms of reference of the Audit Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

Nomination and Remuneration Committee

The composition and terms of reference of the Nomination and Remuneration Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

Stakeholders' Relationship Committee

The composition and terms of reference of the Share transfer cum Stakeholders Relationship Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

Whistle Blower Policy

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The said policy may be referred to, at the Company's website at the weblink www.rdbgroup.in/policies.asp.

Nomination and Remuneration Policy

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of directors, Key managerial Personnel and Senior Management of the Company. The Company's policy relating to appointment of Directors, payment of Managerial remuneration and other related matters as provided under section 178(3) of the Companies Act, 2013 is furnished in Annexure E and forms part of this Report.

Internal control systems and their adequacy

Your Company has an effective internal control system, which are constantly assessed and strengthened with new / revised standard operating procedures. The main thrust of Internal audit is to test and review controls, appraisal of risks and business processes.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the Internal Control systems and suggests improvements to strengthen the same.

Particulars of loans, guarantees or investments

Your Company has given short term loan to body corporate within the limit as specified under section 186 of the Companies Act 2013. Particulars of the Loans, Guarantees and Investments covered under the provisions of section 186 of the Companies Act, 2013 are given as under :

Details of loans as on 31st March, 2015

Particulars	Closing Balance as on 31.03.2015 (₹)
S. D. Infrastructure & Real Estate P Ltd.	157,000,000
RDB Legend Infrastructure P Ltd.	50,000,000
Total	207,000,000

No guarantee and investment has been offered during the year under review.

Particulars of contracts or arrangements with related parties:

The particulars of every contract and arrangement entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto are disclosed in Form No. AOC-2 in Annexure F and form part of this Report.

Risk management policy

The Company has a defined Risk Management framework to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The Risk Management Policy provides for identification of risk, its assessment and procedures to minimize risk. The policy is periodically reviewed to ensure that the executive management controls the risk as per decided policy.

Health, Environment and safety

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned environmental regulations and prevention of natural resources.

In terms of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has taken adequate steps in respect of the same in lines of the provisions of the Act and during the year under review, no complaints were reported to the Board.

Acknowledgements

Your Directors wish to place on record their appreciation for the sincere contribution and co-operation made by the employees at all levels. Your Company recognizes the unstinted hard work and support of all the employees. Your Directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the Company.

For and on behalf of the Board of Directors

Place: Kolkata

Date: 28th Day of May, 2015

**Shanti Lal Baid
Chairman & M.D.**

ANNEXURE TO THE DIRECTOR'S REPORT

ANNEXURE A

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March 2015
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I REGISTRATION AND OTHER DETAILS		
	i) CIN	L36999WB1995PLC074860
	ii) Registration Date	13/10/1995
	iii) Name of the Company	RDB Rasayans Limited
	iv) Category / Sub-Category of the Company	Public Limited Company
	v) Address of the Registered office and contact details	Bikaner Building, 8/1 Lal Bazar Street, 3 rd floor. Room no. 9, Kolkata-700001
	vi) Whether listed company Yes / No	Yes
	vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited 59C, Chowringhee Road, 3 rd Floor, Kolkata- 700020

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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
	HDPE/PP Woven Sacks /FIBC / fabric/Liner	3132	100%

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

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual /HUF	9131966	0	9131966	51.55	9350299	0	9350299	52.782	1.232
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt. (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	3513800	0	3513800	19.835	3513800	0	3513800	19.835	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	12645766	0	12645766	71.385	12864099	0	12864099	72.617	1.232
(2) Foreign	0	0	0	0	0	0	0	0	0
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A) (2)	12645766	0	12645766	71.385	12864099	0	12864099	72.61	71.232
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Change	Demat	Physical	Total	% of Total Share	
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII's	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	213777	1640000	1853777	10.465	173412	1640000	1813412	10.237	-0.228
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	1258529	157	1258686	7.105	1118112	160	1118272	6.313	-0.792
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1498883	0	1498883	8.461	1403246	0	1403246	7.923	-0.54
c) Others (specify)	0	0	0	0	0	0	0	0	0
Clearing Member	249463	0	249463	1.408	184714	0	184714	1.043	-0.365
NRIs	205225	0	205225	1.159	328557	0	328557	1.855	0.696
NRN	3000	0	3000	0.017	2500	0	2500	.014	-0.003
Sub-total (B)(2):-	3428877	1640157	5069034	28.615	3210541	1640160	4850701	27.382	-1.233
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3428877	1640157	5069034	28.615	3210541	1640160	4850701	27.382	-1.233
C.Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	16074643	1640157	17714800	100	16074640	1640160	17714800	100	0

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding 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.	SHEETAL DUGAR	4,143,071	23.388	0	4,361,404	24.620	0	1.232
2.	PYRAMID SALES PVT. LTD.	3,513,800	19.835	0	3,513,800	19.835	0	0
3.	VINOD DUGAR	3,434,800	19.389	0	3,434,800	19.389	0	0
4.	SANDEEP BAID	893,695	5.045	0	893,695	5.045	0	0
5.	SHANTI LAL BAID	380,000	2.145	0	380,000	2.145	0	0
6.	SHANTILAL BAID HUF	140,000	0.790	0	140,000	0.790	0	0
7.	REKHA JHABAK	136,000	0.768	0	136,000	0.768	0	0
8.	MOTI LAL DUGAR HUF	4,000	0.023	0	4,000	0.023	0	0
9.	SUNDER LAL DUGAR	400	0.002	0	400	0.002	0	0
	Total	12,645,766	71.385	0	12,864,099	72.617	0	1.232

(iii) Change in Promoters' Shareholding

Sr. No.	Promoter's	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	SHEETAL DUGAR				
	At the beginning of the year	4,143,071	23.388		
	Purchase on 19.12.2014	218,333	1.232	4,361,404	24.620
	At the End of the year	4,361,404	24.620		

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	GROWTH TECHNO PROJECTS LTD.				
	At the beginning of the year	1,640,000	9.258		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	-	-	1,640,000	9.258
	At the End of the year	1,640,000	9.258		
2.	MOTI LAL LAXKAR				
	At the beginning of the year	-	-		
	Purchase on 31.03.2015	425,731	2.403	425,731	2.403
	At the End of the year	425,731	2.403		
3.	MOIZBHAI HAKIMUDDIN BORIAWALA JOINTLY MEHJABEEN MOIZ BORIAWALA				
	At the beginning of the year	175,000	0.988		
	Purchase on 30.06.2014 & 30.09.2014	63,758	0.36	238,758	1.348
	At the end of the year	238,758	1.348		
4.	SANGEETHA S				
	At the beginning of the year	-	-		
	Purchase on 31.03. 2015	108,036	0.610	108,036	0.610
	At the end of the year	108,036	0.610		
5.	USHA JAJODIA				
	At the beginning of the year	148,817	0.840		
	Sold on 31.12.2014	-67,143	-0.379	81,674	0.461
	At the end of the year	81,674	0.461		

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6.	LATIN MANHARLAL SECURITIES PVT. LTD.				
	At the beginning of the year	140,000	0.790		
	Sold on 31.03.2015	-7,149	-0.040	132,851	0.750
	At the end of the year	132,851	0.750		
7.	VITHALDAS HIRJI GAJRA (HUF)				
	At the beginning of the year	75,000	0.423		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	75,000	0.423
	At the end of the year	75,000	0.423		
8.	NIRMAL KUMAR SONI				
	At the beginning of the year	130,929	0.739		
	Sold on 31.03.2015	-58,301	-0.329	72,628	0.410
	At the end of the year	72,628	0.410		
9.	SANGEETA MAHESHWARI				
	At the beginning of the year	67,500	0.381		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	67,500	0.381
	At the end of the year	67,500	0.381		
10.	PATEL MUKESHKUMAR RATILAL				
	At the beginning of the year	3,450	0.020		
	Purchase on 31.03.2015	55,181	0.311	58,631	0.331
	At the end of the year	58,631	0.331		

(v) Shareholding of Directors and Key Managerial Personnel:

	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	SHRI SHANTI LAL BAID				
	At the beginning of the year	520,000*	2.94		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	520,000	2.94
	At the end of the year	380,000	2.94		
2.	SHRI SANDEEP BAID				
	At the beginning of the year	893,695	5.045		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	893,695	5.045
	At the end of the year	893,695	5.045		

*includes 140000 shares as a Karta of Shanti Lal Baid (H.U.F.)

V. INDEBTEDNESS

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

(Amount in ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	25,464,044	-	-	25,464,044
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	111,163	-	-	111,163
Total (i + ii + iii)	25,575,207	-	-	25,575,207
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	5,389,147	-	-	5,389,147
Net Change	(5,389,147)	-	-	(5,389,147)
Indebtedness at the end of the financial year:				
i) Principal Amount	20,123,432	-	-	20,123,432
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	62,628	-	-	62,628
Total (i + ii + iii)	20,186,060	-	-	20,186,060

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SI No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount(₹)
		CMD	WTD	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,200,000	1,740,000	2,940,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	21,600	21,600	43,200
	(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)	1,221,600	1,761,600	2,983,200
	Ceiling as per the Act	10% of Net profit for all Executive Directors i.e. MD & WTD as per Companies Act 2013		

B. Remuneration to other directors:

SI No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Prabir Kumar Sarkar	Mr. Mahendra Pratap Singh	Mr Sharad Bachhawat	Ms Pragya Baid	
	Independent Directors					
	Fee for attending board / committee meetings	50,000	30,000	50,000	-	130,000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	50,000	30,000	50,000	-	130,000
	4. Other Non-Executive Directors					
	Fee for attending board / committee meetings	-	-	-	30,000	30,000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	30,000	30,000
	Total (B)=(1+2)	50,000	30,000	50,000	30,000	160,000
	Total Managerial Remuneration	50,000	30,000	50,000	30,000	160,000

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

(₹)

	Particulars of Remuneration	Key Managerial Personnel		
		CFO Mr. Bidhan Neogi	Company Secretary Ms. Swati Agarwal	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	322,500	* 225,000	547,500
	(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	322,500	225,000	547,500

Ms. Swati Agarwal resigned w.e.f 14.02.2015

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. Company					
Penalty	NIL				
Punishment	Order dated 19 th December, 2014 under sections 11(1), 11(4) and 11(B) of the Securities and Exchange Board of India Act, 1992	Non disclosure in prospectus issued by the Company dated 26th September, 2011 and misutilisation of IPO proceeds	The Company and the Noticees directors are debarred from accessing the securities market for a period of four years.	SEBI	None

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)
Compounding	Section 621A of Companies Act, 1956 for Compounding of offence under Section 291 & 297 of the Companies Act, 1956	W.r.t Section 291: The meeting of audit committee held on 07.10.2011 was alleged to be in violation of the provisions of Section 291 of the Act. W.r.t Section 297: Prior approval of Central Government, not obtained in respect of purchases of stores, spares and repair maintenances from Ajanta Trading Company resulting in contravention of the provisions of section 297 of the Companies Act, 1956.	Compounding fees ₹5000 in each case	Regional Director, Ministry of Corporate Affairs.	None
B. DIRECTORS					
Penalty on Mr. Sandeep Baid (Whole Time Director) Mr. Prabir Kumar Sarkar & Mr. M. P. Singh (Independent Directors), Mr. Sunder Lal Dugar & Mr. Sachin Sridhar (Ex- Directors Mr. Sunder Lal Dugar resigned on 17.10.2011 & Mr. Sachin Sridhar resigned on 20.05.2013 respectively)	Adjudication Order dated 06.08.2014 under Section 151 of Securities and Exchange Board of India Act, 1992 read with Rule 5(1) of Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995	Non disclosure in the Prospectus for using the IPO proceeds in the form of inter-corporate loan to group company	Penalty of ₹ 3,00,00,000 jointly and severally with other directors Mr. Sandeep Baid : additional penalty of ₹ 5,00,000 for not complying with Clause 49 of the Listing Agreement	SEBI	On 16th Oct. 2014 being aggrieved by the Order of SEBI the Directors, filed appeal in SAT. The said appeal was admitted in SAT on 17th Dec. 2014.

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)
Punishment	NIL				
Compounding by Mr. Sandeep Baid (Whole Time Director), Mr. Shanti Lal Baid (MD) & Mr. Sunder Lal Dugar (Ex-Director Mr. Sunder Lal Dugar resigned on 17.10.2011)	Section 621A of Companies Act, 1956 for Compounding of offence under Section 291 & 297 of the Companies Act, 1956	As detailed above	Compounding fees ₹5000 in each case on each of the applicants	Regional Director, Ministry of Corporate Affairs.	None
C. OTHER OFFICERS IN DEFAULT:					
Penalty	NIL				
Punishment	NIL				
Compounding by Ms. Sweta Punjabi(CS)	Section 621A of Companies Act, 1956 for Compounding of offence under Section 291 & 297 of the Companies Act, 1956	As detailed above	Compounding fees ₹5000 in each case	Regional Director, Ministry of Corporate Affairs	None

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

a. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15, percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel(KMP) against the performance of the Company are as under:

Name of the Directors / KMPs	Designation	Remuneration of Director/KMP for financial year 2014-15 (in ₹)	% increase in Remuneration in the Financial Year 2014-15 compared to 2013-2014	Ratio of remuneration of each Director to median remuneration of employees (in times)	Comparison of the Remuneration of the KMP against the performance of the Company
Mr. Shanti Lal Baid	Managing Director	1,221,600	11.11%	19.19	Company has recorded a profit after tax of ₹ 64,844,174 in the F.Y. 2014-2015 as compared to ₹ 16,391,978 in F.Y 2013-14
Mr. Sandeep Baid	Whole Time Director	1,761,600	Nil	27.67	
Mr. Bidhan Neogi	Chief Financial Officer	322,500	7.5%	5.07	
Ms Swati Agarwal	Company Secretary	225,000*	*7%	3.53	

* Ms Swati Agarwal resigned w.e.f 14.02.2015. Therefore percentage increase in remuneration determined in comparison between the remuneration earned upto January 2014 of financial 2013-14 and upto January 2015 of financial year 2014-15.

b. The Median Remuneration # of Employees as on March 31, 2015 was ₹63,671 and as on March 31, 2014 was ₹ 59,664. The percentage increase in the median remuneration of employees was 6.72% during the financial year.

Calculation of median is taken on the figures on those employees associated with the Company at the end of Financial Year and the Company did not include the details of employees serving the Company below the period of twelve months.

c. There were 133 permanent employees on the rolls of Company as on March 31, 2015;

d. **Relationship Between average increase in remuneration and company performance:-** The total remuneration of employees increased by 13% whereas Profit after tax of the Company increased by 295.58%

e. **Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:** The total remuneration of Key Managerial Personnel increased by 3.81% whereas profit after tax of the Company increased by 295.58%.

- f. (i) **Variations in the market capitalization of the Company:** The market capitalization as on March 31, 2015 was ₹ 300,265,860 as compared to ₹ 183,348,180 as on March 31, 2014. Percentage increase in market capitalization is 63.76%.

Closing market price per share as on 31st March 2015 was ₹ 16.95 as compared to ₹ 10.35 as on 31st March 2014. Percentage increase in closing market price per share is 63.77%.

- (ii) Price Earnings ratio of the Company was 4.63 as at March 31, 2015 as compared to 11.12 as on 31.03.2014. Percentage decrease in price earnings ratio is 58.36%.

(iii) **Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year-** The company came out with IPO in the year 2011 at ₹ 79 per share and the price of the shares as on 31st March 2015 stands to ₹ 16.95. Percentage decrease is 78.54% Further the Company had not come out with any public offerings during the financial year March 31, 2015.

- g. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 13% whereas the average percentage increase made in the salaries of KMP was 3.81%. Further there was no exceptional increase in the salary during the Financial Year ended 31.03.2015 as compared above.
- h. The key parameters for any variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of Nomination and Remuneration Committee as per the Remuneration Policy for Directors and Senior Management Personnel.
- i. **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year 2014-15:** Not Applicable.

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2015

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

To,
The Members,
RDB Rasayans Limited
"Bikaner Building",
8/1, Lal Bazar St., 3rd Floor,
Kolkata- 700 001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by RDB Rasayans Ltd. hereinafter called the (Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by RDB Rasayans Ltd. ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (v) Corporate Governance Voluntary Guidelines- 2009 issued by the Ministry of Corporate Affairs, Government of India;

- (vi) Minimum Wages Act, 1948;
- (vii) Payment of Bonus Act, 1965;
- (viii) Payment of Gratuity Act, 1972;
- (ix) Employees Provident Fund and Miscellaneous Provisions Act, 1952;
- (x) Employees State Insurance Act, 1948;
- (xi) Competition Act, 2002;
- (xii) Factories Act, 1948;
- (xiii) Industrial Dispute Act, 1947;
- (xiv) Workmen's Compensation Act, 1923;
- (xv) Contract Labour (Regulation and Abolition) Act, 1970;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange ;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

I 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. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I 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.

Place: Kolkata
Date: 28.05.2015

Name of Company Secretary in practice: **Disha Dugar**

ACS No. **25244**
C P No.: **10895**

ANNEXURE D

DISCLOSURE OF PARTICULARS UNDER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014

The particulars of energy, technology absorption, foreign exchange earnings and outgo, in manner as prescribed in Rule 8(3) of the Companies (Accounts) Rules, 2014

A - Conservation of energy (Power and Fuel consumption)

1) Energy conservation measures taken	It is always endeavour of the company to maintain the consumption of electric power and its own generators at the lowest possible level and optimize the use of energy through improved operational methods.
2) Impact on conservation of energy	
3) Steps in utilisation of alternate sources of energy	NIL
4) Capital investment on energy conservation equipments	NIL

B. Technology Absorption

1. Efforts made towards technology absorption.	There is no change in technology used by the company
2. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution etc	
3. In case of imported technology (imported during the last 3 years reckoned from the beginning of the Financial year), following information may be furnished: (a) Technology imported. (b) Year of import. (c) Has technology been fully absorbed? (d) If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action.	Not Applicable
4. Expenditure incurred in Research & Development	The Company has carried out R & D in products, processes and technologies. However, there is no separate cost unit for carrying out R&D activities and the same is being carried out along with normal business activity of the Company only. Hence, no separate cost allocation is possible in this respect.
Benefit	Product improved in quality and quantity, cost reduction is the outcome of such efforts made by the Company.

C. Foreign Exchange Earnings And Outgo

TOTAL FOREIGN EXCHANGE EARNED AND USED	(Amount in ₹)	
	2014-15	2013-14
a) Foreign Exchange earned	58,238,986.03	61,653,793.00
b) Foreign exchange used	127,865,360.31	65,474,638.00
Exports	The Company is at present exporting its products to Europe. The Company is continuously exploring possibilities of exporting more of its products to different markets.	

For and on behalf of the Board

Place: Kolkata
Date: 28th Day of May, 2015

Shanti Lal Baid
Chairman & M.D.

NOMINATION AND REMUNERATION POLICY

1. Preamble

- 1.1 The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel ("SMP") of the Company (collectively referred to as "Executives"). The expression "senior management" means 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.
- 1.2 In terms of Section 178 of the Companies Act, 2013 which has been made effective from April 1, 2014 by the Central Government vide notification no. S.O. 902(E) issued on March 26, 2014, this Remuneration Policy ("the Policy") is being framed and formulated for laying down criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Executives.
- 1.3 The policy will be reviewed every year by the Nomination and Remuneration Committee of the Board of Directors.

2. Aims & Objectives

- 2.1 The aims and objectives of this remuneration policy may be summarized as follows:
- 2.1.1 The remuneration policy aims to enable the company to attract, retain and motivate highly qualified members for the Board and other executive level.
- 2.1.2 The remuneration policy seeks to enable the company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.
- 2.1.3 The remuneration policy will ensure that the interests of Board members & senior executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the "pay-for-performance" principle.
- 2.1.4 The remuneration policy will ensure that remuneration to directors, key managerial personnel 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.

3. Principles of remuneration

- 3.1 Support for Strategic Objectives: Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, supports and reinforces the achievement of the Company's vision and strategy.
- 3.2 Transparency: The process of remuneration management shall be transparent, conducted in good faith and in accordance with appropriate levels of confidentiality.

- 3.3 Internal equity: The Company shall remunerate the board members, KMP and senior management in terms of their roles within the organisation. Positions shall be formally evaluated to determine their relative weight in relation to other positions within the Company.
- 3.4 External equity: The Company strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Therefore the Company will remain logically mindful of the ongoing need to attract and retain high quality people, and the influence of external remuneration pressures. Reference to external market norms will be made using appropriate market sources, including relevant and comparative survey data, as determined to have meaning to the Company's remuneration practices at that time.
- 3.5 Flexibility: Remuneration and reward offerings shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other legislation.
- 3.6 Performance-Driven Remuneration: The Company shall entrench a culture of performance driven remuneration through the implementation of the Performance Incentive System.
- 3.7 Affordability and Sustainability: The Company shall ensure that remuneration is affordable on a sustainable basis.

4 Nomination and Remuneration Committee

- 4.1 The Remuneration Committee of the Board of Directors shall be re-named as Nomination and Remuneration Committee. Members of the Committee shall be appointed by the Board and shall comprise of three or more non-executive directors out of which not less than one-half shall be independent directors.

At present, the Nomination and Remuneration Committee comprises of following Directors:

- i. Mr. Mahendra Pratap Singh (Independent Director)
- ii. Ms. Pragya Baid (Independent Director)
- iii. Mr. Sharad Kumar Bachhawat (Independent Director)

4.2 The Committee shall be responsible for

- 4.2.1 Formulating framework and/or policy for remuneration, terms of employment and any changes, including service contracts, remuneration, policy for and scope of pension arrangements, etc for Executives and reviewing it on a periodic basis;
- 4.2.2 Formulating criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Executives.
- 4.2.3 Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down in

this policy, recommend to the Board their appointment and removal and carry out evaluation of every director's performance.

- 4.2.4 Formulating terms for cessation of employment and ensure that any payments made are fair to the individual and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;

4.3 The Committee shall:

- 4.3.1 review the ongoing appropriateness and relevance of the remuneration policy;
- 4.3.2 ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled;
- 4.3.3 obtain reliable, up-to-date information about remuneration in other companies;
- 4.3.4 ensure that no director or executive is involved in any decisions as to their own remuneration.

4.4 Without prejudice to the generality of the terms of reference to the Remuneration Committee set out above, the Remuneration Committee shall:

- 4.4.1 operate the Company's share option schemes (if any) or other incentives schemes (if any). It shall recommend to the Board the total aggregate amount of any grants to employees (with the specific grants to individuals to be at the discretion of the Board) and make amendments to the terms of such schemes (subject to the provisions of the schemes relating to amendment);
- 4.4.2 liaise with the trustee / custodian of any employee share scheme which is created by the Company for the benefit of employees or Directors; and
- 4.4.3 review the terms of executive Directors' service contracts from time to time.

5 Procedure for selection and appointment of the Board Members

5.1 Board membership criteria

5.1.1 The Committee, along with the Board, reviews on an annual basis, appropriate skills, characteristics and experience required of the Executives for the better management of the Company. The objective is to have a Board with diverse background and experience in business, government, academics, technology and in areas that are relevant for the Company's global operations.

5.1.2 In evaluating the suitability of individual Board members, the Committee takes into account many factors, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements. Directors must possess experience at policy-making and operational levels in large organizations with significant international activities that will indicate their ability to make meaningful contributions to the Board's discussion and decision-making in the array of complex issues facing the Company.

- 5.1.3 Director should possess the highest personal and professional ethics, integrity and values. They should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituency.
- 5.1.4 In addition, Directors must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.
- 5.1.5 The Committee evaluates each individual with the objective of having a group that best enables the success of the Company's business.

5.2 Selection of Board Members/ extending invitation to a potential director to join the Board

- 5.2.1 One of the roles of the Committee is to periodically identify competency gaps in the Board, evaluate potential candidates as per the criteria laid above, ascertain their availability and make suitable recommendations to the Board. The objective is to ensure that the Company's Board is appropriate at all points of time to be able to take decisions commensurate with the size and scale of operations of the Company. The Committee also identifies suitable candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an existing Board member. Based on the recommendations of the Committee, the Board evaluates the candidate(s) and decides on the selection of the appropriate member.
- 5.2.2 The Board then makes an invitation (verbal / written) to the new member to join the Board as a Director. On acceptance of the same, the new Director may be appointed by the Board.

6 Procedure for selection and appointment of Executives other than Board Members

- 6.1 The Committee shall actively liaise with the relevant departments of the Company to study the requirement for management personnel;
- 6.2 The Committee may conduct a wide-ranging search for candidates for the positions of KMP and SMP within the Company, within enterprises controlled by the Company or within enterprises in which the Company holds equity, and on the human resources market;
- 6.3 A meeting of the Committee shall be convened, and the qualifications of the initial candidates shall be examined on the basis of the conditions for appointment of KMP and SMP;
- 6.4 Before the selection of KMP or SMP, the recommendations of and relevant information on the relevant candidate(s) shall be submitted to the Board of Directors;
- 6.5 The Committee shall carry out other follow-up tasks based on the decisions of and feedback from the Board of Directors.

7 Compensation Structure

7.1 Remuneration to Non-Executive Directors:

The Non-executive Directors of the Company are paid remuneration by way of sitting fees only for attending the meetings of the Board of Directors and its Committees. The said sitting fees paid to the Non-executive Directors for the Board Meetings and Committee meetings are fixed by the Board and reviewed from time to time in accordance with applicable law. The Non-executive Directors may be paid such commission as the Board may approve from time to time subject to limits prescribed from time to time in the Act or Rules made thereunder.

7.2 Remuneration to Executive Directors, Key Managerial Personnel(s) (KMPs) & Senior Management Personnel (s) (SMPs):

The Company has a credible and transparent framework in determining and accounting for the remuneration of the Managing Director / Whole Time Directors (MD/WTDs), Key Managerial Personnel(s) (KMPs) and Senior Management Personnel(s) (SMPs). Their remuneration are governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards.

The remuneration determined for MD/WTDs are approved by the Board of Directors and members at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in Schedule V. As a policy, the Executive Directors are neither paid sitting fee nor any commission.

8 Approval and publication

8.1 This remuneration policy as framed by the Committee shall be recommended to the Board of Directors for its approval.

8.2 This policy shall be hosted on the Company's website.

8.3 The policy shall form part of Director's report to be issued by the Board of Directors in terms of Companies Act, 2013

9 Supplementary provisions

9.1 This Policy shall formally be implemented from the date on which they are adopted pursuant to a resolution of the Board of Directors.

9.2 Any matters not provided for in this Policy shall be handled in accordance with relevant State laws and regulations and the Company's Articles of Association. If this Policy conflict with any laws or regulations subsequently promulgated by the state or with the Company's Articles of Association as amended pursuant to lawful procedure, the relevant state laws and regulations and the Company's Articles of Association shall prevail, and this Policy shall be amended in a timely manner and submitted to the Board of Directors for review and adoption.

9.3 The right to interpret this Policy vests in the Board of Directors of the Company.

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended 31st March 2015, which were not at arm's length basis.

Details of contracts or arrangement or transactions at arm's length basis

1a.	Name(s) of the related party and nature of relationship	M/s Ajanta Trading Co, , Managing Directors' brother and son are partner
b.	Nature of contracts/arrangements/transactions	Purchase of stores and spares
c.	Duration of the contracts / arrangements/transactions	On requirement basis
d.	Salient terms of the contracts or arrangements or transactions including the value, if any:	Transaction value during the year ₹ 52,840
e.	Date(s) of approval by the Board, if any:	N.A. Since the contract was entered into in the ordinary course of business and on arms' length basis
f.	Amount paid as advances, if any	NIL

2a.	Name(s) of the related party and nature of relationship	M/s R. D. Motors Pvt. Ltd. Managing Directors' son in law is Director.
b.	Nature of contracts/arrangements/transactions	Purchase & Repair of Car
c.	Duration of the contracts / arrangements/transactions	On requirement basis
d.	Salient terms of the contracts or arrangements or transactions including the value, if any:	Transaction value during the year ₹ 913,769
e.	Date(s) of approval by the Board, if any:	The contract was entered on arms' length basis
f.	Amount paid as advances, if any	NIL

For and on behalf of the Board

Place: Kolkata

Date: 28th Day of May, 2015

Shanti Lal Baid
Chairman & M.D.

MANAGEMENT DISCUSSION & ANALYSIS

Global Economy

The global economy is still under stress for gaining momentum as many high-income countries continue to grapple with the past impacts of the global financial crisis. After a period of sustained weakness and uncertainty, the global economy continues along the road to recovery and may be on the verge of acceleration. Overall, global growth is expected to rise moderately to 3 per cent in 2015 from 2.6 per cent of previous year and average about 3.3 per cent through 2017. As for Indian Economy, most economists believe that the Indian Economy is at inflexion point and is set for sustained growth in coming years.

Industry Structure & Development

The global plastic packaging material and product market was valued at US\$262.6 billion by 2015 according to Global Industry Analyst, Inc and is expected to reach US \$ 370.25 billion by 2020. The growth of the global packaging industry is being driven by a number of trends depending on various geographical regions. In terms of economically developed markets, a number of key social and market trends have been having a major impact on developments in packaging over recent years. Increasing demand for plastic packaging in the healthcare industry is expected to be one of the key factors driving the growth of this market. Furthermore, rising consumer preference towards light weight, durable and highly aesthetic packaging is expected to significantly encourage growth of the market over the next few years. However, volatility in prices of crude oil which consequently affects the prices of its downstream chemicals is expected to hamper the plastic packaging market adversely. Plastics have been extensively used in packaging due to their high barrier properties, cost effectiveness and durability. Plastics are tough and durable enough to withstand rough handling during distribution and transportation. Additionally, plastics have superior aesthetic value and excellent barrier properties against moisture and air.

The Indian packaging industry itself is growing at 14-15% annually. According to the Indian Packaging Institute, Indian Packaging industry is US \$ 14 billion and growing at more than 15% p.a. The Indian Packaging Industry is dominated by plastic flexible packaging.

Opportunities & Threats

With changing packaging need, optimization of packaging role of Flexible Intermediate Bulk Container (FIBC) has been considered as future trend. PP Woven sacks are worldwide material of choice for bulk packaging of edible commodities for domestic use and exports. The Indian FIBC is competitive in price compared to other developed countries.

Your Company is taking all efforts to improve the quality and productivity to get more orders at Competitive rates. The Company is focused on petrochemicals, carbon, fertilizer and minerals segment sector through investments in research and development, quality improvement, productivity enhancement, and maintaining delivery schedules.. We are increasingly focusing on manufacture of value added bags to enhance profit margins. We expect to increase our market share in this segment to enhance shareholder value. With this your Company has emerged to be the leading supplier of woven bags to large organizations in Eastern India

The per capita consumption of plastics in India is far lower compared to the worldwide figure. The Indian FIBC is competitive in price compared to other developed countries. The important challenge for the Company is to remain competitive.

.Segment-wise Performance

Your Company is primarily engaged and focused on the business of manufacturing of polymer-based woven bags.

Financial year 2014-15 was a very challenging one. Persistent recession in the global and domestic market reduced demand of packaging material. Fierce business competitions lead to reduction in the price of finished products which resulted reduction of turnover from ₹7344.66 lakhs to ₹6786.27 lakhs. Despite this constraints and challenges the Company's net profit after tax increased from ₹163.92 lakhs to ₹648.44 lakhs primarily due to recognition of interest income accounted for pursuant to SEBI direction and the guidelines prescribed under AS-9 with regard to revenue recognition

Industry Outlook

The Company's business is committed to achieve world benchmark quality besides expanding on new products offering from new clients. Further the business will continue to focus on improving its cost competitive position. As the polymer based industry is labour oriented and due to low labour cost and attractive prices the overseas users find competitive to source their supply from developing countries. The Indian packaging industry has tremendous growth potential as the country focuses on enhancing product quality and cost reduction. Barring unforeseen circumstances the Company is confident of achieving better results in the current year.

Risk and Concerns

In today's economic environment, Risk Management is a very important part of business. We have risk management system that identifies, monitors and take precautionary measures in respect of the events that may pose risks for the business. The Risk management Approach ensures that risks are kept well under controllable levels.

Key Risk	Effect upon the Company	Mitigation Plans
Raw Material – Prices and Supply	The main raw material used in manufacturing process is polypropylene, which is crude derivative and is subject to volatility in price and their Cost lead to stoppage in production and increase manufacturing costs	Pricing mechanism of crude derivatives depends on the international crude oil prices. However based on our past experience of the range of price fluctuation, we build in cushion against fluctuation while negotiating selling price to our Client. The Company is not dependent on single source of supply. The Company procures raw material mainly from Haldia Petrochemicals Ltd., Reliance Industries Ltd, Indian Oil Corporation etc to ensure consistent availability. It also imports in times of non-availability to fulfill its requirement.

Key Risk	Effect upon the Company	Mitigation Plans
Product Quality	Inability of the Company to manufacture good quality products may reduce the demand of the products.	The Company has invested in state-of-the-art manufacturing facility and engaged a quality control team that continuously works towards quality improvement.
Human Resources	The Company being a labour intensive industry faces occasional labour problems and also availability of good quality labour.	Your Company takes various measures to ensure that employee grievances are addressed quickly and mitigated satisfactorily.
Competition Risk	Your Company is always exposed to competition risk from various large and small companies. The increase in competition can create pressure on market share and erode margins.	The Company provides best quality products, better services and timely delivery to ensure high levels of customer satisfaction.

Internal Control Systems and their Adequacy

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and all transactions are authorized, recorded and reported correctly.

The internal control system is designed to provide for:

- Accurate recording of transactions with internal checks and prompt reporting
- Adherence to applicable Accounting Standards and Policies
- Compliance of applicable statutes and Procedures
- Effective use of resources and safeguarding assets

Apart from the above quarterly review of control system by the Internal Auditors ensures their adequacy and effectiveness.

The results of the Company during the year under review is appreciable. The Company's net profit after tax increased from ₹ 163.92 lakhs against ₹ 648.44 lakhs as compared to previous year. The total revenue from operations was ₹7391.23 lakhs in 2014 as compared to ₹1560.56 lakhs in 2015.

Human Resources/ Industrial Relations

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity to contribute to achieving objectives of the Company along with individual performance. Industrial relations are cordial and satisfactory.

➤ Cautionary Statement

Statements made herein describing the Company's expectations or predictions are "forward-looking statements". The actual results may differ from those expected or predicted. Prime factors that may make a difference to the Company's performance include market conditions, input cost, government regulations, economic development within/outside country etc.

For and on behalf of the Board

Place: Kolkata
Date: 28th day of May, 2015

Shanti Lal Baid
Managing Director

CORPORATE GOVERNANCE REPORT

Corporate Governance is the system by which companies are directed and governed by the management in the best interests of the stakeholders and others ensuing better management, greater transparency and timely financial reporting. Corporate governance is defined as a systematic process by which companies are directed and controlled keeping in mind the long-term interests of all the stakeholders. The Board of Directors of your Company is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. Good Corporate Governance practices are based on the principles of openness, fairness, transparency, professionalism and accountability.

COMPANY'S PHILOSOPHY

The Company's philosophy is to conduct business with ethical standards, transparent governance practices, professionalism and accountability in all its operations, fairness and integrity for the growth and prosperity of all the stakeholders. The Company aims at not only its own growth but also maximization of benefits to the shareholders, employees, customers, government and also the general public at large. For this purpose the Company continuously strives to improve its level of overall efficiency through good corporate governance. We, RDBRL are committed to good corporate governance and adherence to the best practices of true spirits of all times.

1. Board of Directors

Your Company's Board of Directors plays primary role in ensuring good governance, smooth functioning of the Company and in creating shareholder value. The Board of directors ('the Board') is entrusted with the ultimate responsibility of the management, general affairs, direction, management policies and their effectiveness. The Board's actions and decisions are aligned with the Company's best interests.

The Principal responsibility of the Board is to oversee the management of the Company and in doing so serve the best interest of the Company and its stakeholders. These include:

- i. Reviewing and approving operating, financials and other corporate plans, strategies and objectives.
- ii. Evaluating whether the Corporate Resources are used for the appropriate business purposes.
- iii. Establishing a Corporate environment that promotes timely and effective disclosures (including robust and appropriate control procedures and incentives), fiscal responsibility, high ethical standards and compliance with all applicable laws and regulations.
- iv. Evaluating the performance of the Company:
- v. Attending the meetings of the Board, Committees and Shareholders

➤ Composition

The Board has a balanced combination of Executive and Non-executive Directors. As on 31st March, 2015, the Board consists of Six Directors having considerable knowledge and experience in their own fields. Out of six directors, two are Executive Directors and three are independent directors. The Company has One Woman Director in its Board and as such the company has complied with the provisions of Section 149 of the Companies Act, 2013 and Clause 49 (II)(A)(1) of the Listing Agreement .

The composition of the Board is in conformity with the Code of Corporate Governance as per Clause 49 of Listing agreements with Stock Exchanges. At the time of appointment, every Independent Director signs a Declaration to confirm that they fulfill all the conditions for being Director as laid down under Revised Clause 49 of the Listing Agreement with Stock Exchanges.

The composition of Board and the category of Directors are as follows:

Name of the Director	Designation	Category	No. of Directorship and Committee Membership(s)/ Chairmanship (excluding the Company)		
			Other Directorship(s)*	Committee Membership**	Committee Chairmanship**
Mr. Shanti Lal Baid	Managing Director		-	-	-
Mr. Sandeep Baid	Whole Time Director	Executive Director	-	-	-
Mr. Mahendra Pratap Singh	Director	Independent Director	1	1	-
***Mr. Prabir Kumar Sarkar	Director	Independent Director	1	1	-
Mr. Sharad Kumar Bachhawat	Director	Independent Director	-	-	-
Mrs. Pragya Baid	Director	Non Executive	-	-	-

* Excludes Directorships in private limited, foreign companies and government companies.

**Only memberships/chairmanships of the Audit Committee and Stakeholder Relationship Committee in various public limited companies, considered.

***Mr Prabir Kumar Sarkar passed away on 11th April, 2015 (date of registration 12.04.2015).

Mr Abhay Bharat Kumar Doshi appointed as Additional, Independent Director w.e.f 28.05.2015.

None of the Directors hold Directorships in more than 20 companies including 10 public limited Companies pursuant to Section 165 of the Companies Act, 2013.

None of the Directors hold Membership and/or Chairmanship of any Committee exceeding 10 Companies and/or 5 Companies respectively as per Clause 49 of the Listing Agreement.

Mr. Shanti Lal Baid is the father of Mr. Sandeep Baid and father in law of Mrs. Pragya Baid.

Mrs. Kusum Devi Dugar , wife of Mr. Sunder Lal Dugar, appointed as woman Director of the Company w.e.f 28.05.2014 and resigned from the Board w.e.f. 15.07.2014.

Mrs. Pragya Baid, is the wife of Mr. Sandeep Baid appointed as non-executive woman Director w.e.f 15.07.2014.

Training of Independent Directors

The Independent Board members are provided necessary documents, reports and other presentations about the Company. In this way they are regularly informed and updated on the Business model of the company. Such information also enables the Independent Directors to get familiarized with the Company's operations and the industry at large.

Separate Meeting of the Independent Directors

A separate meeting of Independent Directors was held on 11th February, 2015. The meeting was attended by Mr. Prabir Kumar Sarkar, Mr. Sharad Kumar Bachhawat and Mr. Mahendra Pratap Singh. Mr. Sharad Kumar Bachhawat was elected as the Lead Independent Director. In the meeting, the Directors reviewed the performance of Non-Independent Directors and the Board as a whole and further assessed the quality, quantity and the timeliness of flow of information between the Management and the Board. The Directors discussed the evaluation form for the Evaluation of Directors.

➤ Board Meetings and Board Committee Meetings

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other Board business. The Board/Committee meetings are pre-scheduled and tentative dates of Board and Committee meetings are circulated to the Directors well in advance to facilitate them to plan their schedules. The Board meets at least once in a quarter to review the quarterly results and other agendas. Every Board member is free to suggest items for inclusion on the agenda. Agenda and Notes on the agenda are circulated among the Directors, well in advance, in a structured format. All material information is incorporated in the agenda papers to facilitate meaningful and focused discussions at the meeting

➤ Number of Board Meetings

During the financial year 2014-15, five meetings of the Board were held. The maximum time gap between any two consecutive meetings did not exceed four months.

The meetings of the Board held during the year 2014-15 are as follows:

Sl. No.	Date of Meeting	Board Strength	No. of Director's Present
1.	28.05.2014	6	5
2.	15.07.2014	6	4
3.	14.08.2014	6	5
4.	13.11.2014	6	6
5.	11.02.2015	6	5

Attendance of each Director at Board Meetings and at last AGM

Director	No. of Board Meetings		Attendance at last AGM (05.09.2014)
	Held	Attended	
Mr. Shanti Lal Baid	5	5	Yes
Mr. Sandeep Baid	5	5	Yes
Mr. Mahendra Pratap Singh	5	3	Yes
Mr. Prabir Kumar Sarkar	5	5	Yes
Mr. Sharad Kumar Bachhawat	5	5	Yes

2. Pursuant to Clause 49 (VIII) (E) of the Listing Agreement a brief resume of Directors retiring by rotation and seeking re-appointment is appended in the notice for convening the Annual General Meeting (AGM).

3. Committees of the Board

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas which concern the Company. At present, the Board has three Committees: The Audit Committee, the Stakeholder Relationship Committee and the Nomination & Remuneration Committee. Apart from above Committees, the company also has constituted Investment Committee. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. All observations, recommendations and decisions of the Committees are placed before the Board for information or approval.

a) Audit Committee

The Audit Committee bridges the gap between the Internal Auditors and the Statutory Auditors. The Audit Committee of your Company acts as a link between the Independent Auditors, Internal Auditors, the Management and the Board of Directors and oversees the financial reporting process. The Audit Committee is provided with all necessary assistance and information for enabling them to carry out its function effectively.

• **Composition of Audit Committee**

As on 31.03.2015, the Audit Committee comprises of:

Sl. No.	Name	Category	Designation
1.	Mr. Prabir Kumar Sarkar*	Non-Executive Independent Director	Chairman
2.	Mr. Sharad Kumar Bachhawat	Non-Executive Independent Director	Member
3.	Mr. Sandeep Baid	Whole Time Director	Member

*Mr Prabir Kumar Sarkar passed away on 11th April, 2015 (date of registration 12.04.2015).

Pursuant to the demise of Mr. Prabir Sarkar on 11.04.2015, Mr. Mahendra Pratap Singh appointed as Chairman of audit Committee by circular resolution dated 07.05.2015.

All the members of the Audit Committee are financially literate. The Chief Financial Officer attends the meeting of the Audit Committee and the Company Secretary acts as a Secretary to the Audit Committee.

The constitution of the Committee meets the requirements of section 177 of the Companies Act 2013 and Clause 49 of Listing Agreement.

• **Terms of reference**

- Investigate any matter within its terms of reference or in relation to the compliance with the provisions of the Companies Act, 2013 or referred to it by the Board.
- To seek any information it requires from any employee.
- Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary.
- Have full access to information contained in the records of the Company

In general the Audit Committee reviews the Audit and internal control procedures, accounting policies and the Company's financial reporting process and ensure that the financial statements are correct, recommend the appointment of Statutory and Cost Auditors(if any) and their remuneration, recommend

the appointment and remuneration of Internal Auditors and review of other necessary matters as required. The terms of reference of Audit Committee has been for the purpose of effective compliance of provisions of section 177 of the Companies Act, 2013 and Clause 49 of the Listing agreement

- **Details of Audit Committee Meetings and their attendance during the year**

During the financial year 2014-15 five meetings of the Audit Committee were held on 28.05.2014, 15.07.2014, 14.08.2014, 13.11.2014 and 11.02.2015. The details of the numbers of meetings held and attendance of the directors therein is given herein below:

Name	Position	No. of Committee Meetings	
		Held	Attended
Mr. Prabir Kumar Sarkar*	Chairman	5	5
Mr. Sandeep Baid	Member	5	5
Mr. Sharad Kumar Bachhawat	Member	5	5

*Mr Prabir Kumar Sarkar passed away on 11th April, 2015 (date of registration 12.04.2015).

- b) **Nomination & Remuneration Committee**

The Board at its meeting held on 28th May, 2014, changed the nomenclature of the Committee as “Nomination and Remuneration Committee” along with its scope of functions in terms of section 178 of the Companies Act 2013.

- **Composition**

The Nomination & Remuneration Committee comprises only of the Independent Directors Mr. Mahendra Pratap Singh, Mr. Prabir Kumar Sarkar & Mr. Sharad Kumar Bachhawat as on 31.03.2015. Mr. Mahendra Pratap Singh acts as the Chairman of the Committee. The Company Secretary of the Company is the Secretary of the Committee.

The Committee met thrice during the financial year ended 31st March, 2015 on 28th May, 2014, 15th July, 2014 and 11th February 2015 respectively.

Sl. No.	Name	Position	No. of Committee Meetings	
			Held	Attended
1.	Mr. Mahendra Pratap Singh	Chairman	3	2
3.	Mr. Prabir Kumar Sarkar*	Member	3	3
4.	Mr. Sharad Kumar Bachhawat	Member	3	3

*Mr. Prabir Kumar Sarkar passed away on 11th April, 2015 (date of registration 12.04.2015).

Mrs. Pragya Baid has been inducted as member of Nomination & Remuneration Committee by circular resolution dated 13.05.2015.

- **Terms of reference**

The terms of reference of the Committee inter alia include identifying and selection of candidates for appointment of Directors/ Independent Directors based on certain laid down criterias, identifying potential individuals for appointment of Key Managerial personnel and other senior managerial position, review the performance of the Board of directors and other Senior Management personnel and review of other necessary matters as required, carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.

The terms of reference of the Committee is in compliance with the provisions of section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

- **Remuneration policy**

The Company's remuneration strategy aims at attracting and retaining high-caliber talent. The remuneration policy therefore, is a market-led and takes into account respective job profile and responsibility profile of individuals to attract and retain quality talent and leverage performance significantly.

The Remuneration Policy of the Company is attached as **Annexure E** to the Board's Report.

- **Details of Remuneration to Directors for the year**

Remuneration paid to Directors for the Financial Year 2014-15 is as follows: (Amount in ₹)

Director	Consolidated salary	Perquisites and other Benefits	Sitting Fees	Total
Mr. Shanti Lal Baid	1,200,000	21,600	Nil	1,221,600
Mr. Sandeep Baid	1,740,000	21,600	Nil	1,761,600

- **Criteria for payment to Non-Executive Directors**

Non-Executive Directors are paid sitting fees for attending the meetings of the Board within the prescribed limits. No remuneration (excluding sitting fees) has been paid to the Non-Executive (Independent) Directors in the financial year 2014-15. The Non-Executive Directors do not hold any shares and/or convertible instruments in the Company and also they do not have any pecuniary relationship or transaction with the Company.

- **Board Evaluation Policy**

The Nomination and Remuneration Committee in its meeting held on 11th February, 2015 approved the Board Evaluation Policy. The Policy is aimed to provide a framework and set standards of evaluation of the Board as a whole and each Director individually. The policy is aimed to assess and enhance the effectiveness of the Board as whole.

c) Stakeholder Relationship Committee

The Board at its meeting held on 28th May, 2014 changed the nomenclature of the Committee as "Stakeholders Relationship Committee" to meet the requirements of the Companies Act, 2013.

The Stakeholder Relationship Committee of the Company looks into various issues relating to shareholders/investors including transfer and transmission of shares held by shareholders in physical format as well as non-receipt of dividend, Annual Report, share after transfer and delays in transfer of shares. The Committee also looks into issues including status of dematerialization/ re-materialization of shares and issue of duplicate share certificates and tracks investor complaints.

- **Composition**

As on 31.03.2015, the Stakeholder Relationship Committee comprises of Mr. Shanti Lal Baid, Chairman & Managing Director, Mr. Sandeep Baid, Whole-Time Director and Mr. Prabir Kumar Sarkar, Independent Director. The Company Secretary of the Company is the Secretary of the Committee.

During the financial year ended 31st March, 2015 four meetings of the Committee were held on 28th May, 2014, 14th August, 2014, 13th November, 2014, and 11th February, 2015.

Sl. No.	Name	Position	No. of Committee Meetings	
			Held	Attended
1.	Mr. Prabir Kumar Sarkar*	Chairman	4	4
2.	Mr. Shanti Lal Baid	Member	4	3
3.	Mr. Sandeep Baid	Member	4	4

*Mr Prabir Kumar Sarkar passed away on 11th April, 2015 (date of registration 12.04.2015).

Mr Sharad Bachawat has been made the Chairman of the Committee by circular resolution by 13.05.2015.

• **Details of Shareholder's Complaints**

(a)	Number of Shareholder's complaints received during the year	Nil
(b)	Number of Shareholder's complaints resolved during the year	Nil
(c)	Number of complaints not solved to the satisfaction of Shareholders	Nil
(d)	Number of complaints pending	Nil

The name, designation and address of the Compliance Officer * appointed w.e.f 28.05.2015 are as under:

Name and Designation: Ms. Mausami Das, Company Secretary & Compliance Officer.

Address: 8/1, Lal Bazar Street, Bikaner Building, 3rd Floor, Room No -9, Kolkata- 700 001

Contacts: 033-4450 0500

Email: mausamidas@rdbindia.com

***Ms Swati Agarwal resigned as Company secretary w.e.f 14.02.2015.**

4. Details of General Body Meetings

a) Details of Annual General Meeting:

The date, time, venue and the special resolutions passed in the last three Annual General Meetings are as under-

Financial Year ended	Meeting	Date	Time	Location	Special Resolutions, if any, passed
2013-14	19 th AGM	Friday, 5 th September, 2014	11.00 A.M.	Kala Kunj, 48, Shakespeare Sarani, Kolkata-700017	Re-appointment of Sri Shantilal Baid as Managing director of the Company. Approval of related party transactions
2012-13	18 th AGM	Thursday, 8 th August, 2013	9.00 A.M	The Aryans School, 149, B.T Road, Kolkata-700058	-
2011-12	17 th AGM	Wednesday, 08 th August, 2012	10.00 A.M.	Gyan Manch, 11 Pretoria Street, Kolkata- 700 071	-

b) Details of Extra Ordinary General Meeting:

No Extra Ordinary General Meeting was held during the financial year 2014-15.

c) Postal Ballot:

No special resolution was passed through Postal Ballot during the financial year 2014-15.

None of the business proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through postal ballot.

5. Disclosures

a) Materially Significant related party transaction

All contracts with our affiliates entered into during the said period have no potential conflict of interests of the Company at large and are being carried out at an arm's length at fair market value. There is

no materially significant related party transactions entered i.e. any transaction of material nature, with its promoters, directors or the management or relatives etc. that may have potential conflict with the interest of the Company at large, other than in the normal course of business. The mandatory disclosure of transactions with related parties set out in Note no 2.31 is in compliance with the Accounting Standard (AS-18), forms part of the Annual report.

The policy on material related party transactions and on dealing with related parties and a statement on such policy has been uploaded on the Company's website www.rdbgroup.in.

b) Statutory Compliances

The Company is regular in complying with the requirements of the regulatory authorities on the matters relating to the capital market. Investigation by SEBI on public offer has been completed. SEBI has issued an Order dated 19th December, 2014, under section 11(1), 11(4), and 11B of the SEBI Act, 1992 with respect to the ad interim ex parte Order dated 28th December, 2011 issued by SEBI. The said Order dated 19.12.2014 issued the following direction-

i. Prohibited the Company and Mr.Sunder Lal Dugar, Mr. Shanti Lal Baid and Mr. Sandeep Baid from buying, selling or dealing in securities in any manner whatsoever, for the period of four years. The period of prohibition already undergone by them pursuant to the above interim order shall be taken into account for the purpose of computing the period of prohibition imposed in the order.

ii. Subject to the applicable provisions of Companies Act, 1956 and Companies Act, 2013, RDB Rasayans shall utilize the funds raised in the IPO and lying in the escrow account for purposes disclosed in its Prospectus.

The Company duly complied with all the mandatory requirements of Clause 49 of the Listing Agreement with the Stock Exchange.

c) Disclosure of Accounting Treatment

In preparation of Financial Statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India. The significant Accounting Standards have been set out in the notes to Accounts of the Audited Accounts.

d) Management Discussion and Analysis Report (MDA)

MDA forms part of the Director's Report and the same is attached separately in this Annual Report.

e) Whistle Blower Policy

The Company has framed a Vigil Mechanism/ Whistle Blower Policy which is being reviewed by Audit Committee timely and has affirmed that no personnel have been denied access to the Audit Committee. The said policy may be referred to, at the Company's website at the weblink www.rdbgroup.in/policies.asp

f) Code of Conduct for Directors and Senior Management

The Company is consistently endeavoring to conduct its business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations.

The Company believes that a good Corporate Governance structure would not only encourage

value creation but also provide accountability and control systems commensurate with the risks involved.

The Board of Directors has adopted the Code of Conduct for the Directors and Senior Management (“the code”).

The code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by the Managing Director is given below:

DECLARATION

“I hereby confirm that Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of period starting from 01.04.2014 to 31.03.2015.”

Shanti Lal Baid

DIN:00056776

Chairman & Managing Director

- i. **Code of Insider Trading :** The Board of Directors has also adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price sensitive information. A copy of the Code has been put on the Company's website www.rdbgroup.in.

6. Means of Communication

The Company interacts with the Shareholders through the multiple channels of communication such as publication of results, Annual Report and the Company's website. The Company also informs the Stock Exchange in a prompt manner, all price sensitive and all other matters which in its opinion, are material and relevant for the Shareholders.

- a. The quarterly financial results and annual audited financial results are generally published in Financial Express and Business Standard in English and Kalantar and Duranto Barta in Bengali.
- b. The quarterly financial results and annual audited financial results of the Company are sent to the BSE Ltd.
- c. The company's financial results are also displayed in its website www.rdbgroup.in.
- d. In Clause 47(f) of the Listing Agreement the company has designated the following e-mail id exclusively for investor services: investor.rasayans@rdbindia.com.
- e. No presentation was made to the institutional investors or to the analysis during the year under review.
- f. Annual Report containing, inter alia, Director's Report, Auditor's Report, Audited Annual Accounts and other important information is circulated to members and others entitled thereto.

7. Compliance Certificate by the Auditors

The statutory auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange and the same is annexed.

8. Reconciliation of Share Capital

As per SEBI (Depositories & Participants) Regulation, 2003, Certificate of Reconciliation of Share Capital Audit issued by a Practicing Company Secretary, confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and the total number of

dematerialised shares held with NSDL and CDSL, is placed before the Board on a quarterly basis and also submitted to the Stock Exchange.

9. General Shareholder Information

Details of Annual General Meeting for financial year 2014-15:

Date	:	4 th September, 2015
Venue	:	Kala Kunj, 48, Shakespeare Sarani, Kolkata-700 017
Time	:	10.00 A.M.
Book Closure Date	:	28 th August, 2015 to 4 th September, 2015 (both days inclusive)
Dividend	:	Dividend for the financial year 2014-15 will be paid/dispatched on or before 3 rd October, 2015

Financial Calendar

Financial year	:	01 st April 2015 to 31 st March 2016
----------------	---	--

For the year ending 31st March, 2016 the results are likely to be adopted:

➤ On or before 14 th August, 2015	:	First quarter (Un-audited)
➤ On or before 14 th November, 2015	:	Second quarter (Un-audited)
➤ On or before 14 th February, 2016	:	Third Quarter (Un-audited)
➤ On or before 30 th May, 2016	:	Annual (Audited)

Listing on Stock Exchange:

The shares of the Company are listed on the Bombay Stock Exchange Limited.
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
Website: www.bseindia.com
BSE Code: 533608

Listing Fees

The Listing Fees for the financial year 2015-16 have been paid to the above Stock Exchange.

Depositories

Name of the Depository	Address of the Depository	Website
National Securities Depository Limited	Trade World, Kamala Mills Compound, Lower Parel, Mumbai- 400 013	www.nsdl.co.in
Central Depository Services (India) Limited	P J Towers, 17 th Floor, Dalal Street, Fort Mumbai- 400 001	www.cdslindia.com

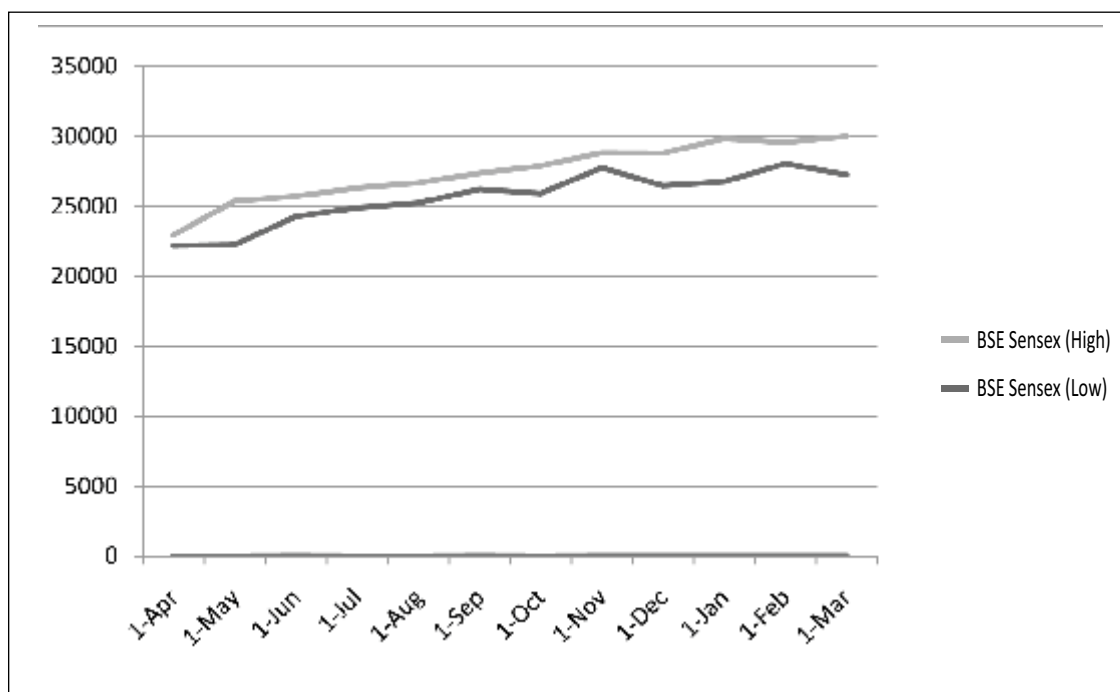
The International Securities Identification Number (ISIN) allotted to Company's securities under the Depository system is: INE123M01017.

Market Price Data

The monthly high and low share price data at the Bombay Stock Exchange Limited for the period April, 2014 to March, 2015:

Month	Share Price (High) ₹	Share Price (Low) ₹	BSE Sensex (High)	BSE Sensex (Low)
Apr, 2014	11.35	9.02	22939.31	22197.51
May, 2014	14.60	10.20	25375.63	22277.04
June, 2014	18.99	12.50	25725.12	24270.20
July, 2014	17.95	13.25	26300.17	24892.00
Aug, 2014	15.85	12.50	26674.38	25232.82
Sep, 2014	19.89	13.56	27354.99	26220.49
Oct, 2014	18.36	13.21	27894.32	25910.77
Nov, 2014	18.63	14.00	28822.37	27739.56
Dec, 2014	21.31	13.35	28809.64	26469.42
Jan, 2015	25.80	19.40	29844.16	26776.12
Feb, 2015	23.90	19.00	29560.32	28044.49
Mar, 2015	21.90	14.65	30024.74	27248.45

Performance of Company's Script on BSE Sensex



Registrar & Share Transfer Agents

Main Office	Branch Office
M/s Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L B S Marg, Bhabdup (W), Mumbai- 400 078 Phone No: 022-2596 0320 Fax No: 022- 2594 6969 E-mail: mumbai@linkintime.co.in	M/s Link Intime India Pvt. Ltd. 59C, Chowringhee Road, 3 rd Floor, Kolkata- 700 020 Phone No: 033-2289 0540, 2290 9469 Fax No: 033-2289 0539 E-mail: kolkata@linkintime.co.in Contact Person: Mr. S P Guha (Head- Kolkata Operation)

Share Transfer System

The shares received in physical mode by the Company / RTA are transferred expeditiously provided the documents are complete and shares under transfer are not under dispute. The RTA, which is a category-I Registrar and Share Transfer Agent performs all share transfer activities. Therefore, all correspondence should be mailed to the address mentioned above. Shareholders holding shares in the electronic form should address their correspondences to their respective depository participants.

Distribution of Shareholding as on 31st March, 2015

➤ By size :

Range of Shares	Number of Shareholders	% of Shareholders	No. of Shares	% of Shares
Up to 500	2501	81.76	324,438	1.83
501-1000	272	8.89	232,286	1.31
1001-2000	128	4.18	202,691	1.14
2001-3000	46	1.50	121,089	0.68
3001-4000	23	0.75	84,729	0.48
4001-5000	10	0.33	47,719	0.27
5001-10000	32	1.05	217,430	1.23
10001- above	47	1.54	16,484,418	93.06
Total	3059	100.00	17,714,800	100

➤ By Category:

Category	Number of Shares	% to Total
Promoter and Promoter Group	12,864,099	72.62
Banks, Financial Institution etc.	Nil	Nil
Corporate Bodies	1,813,412	10.24
Indian Public	2,521,518	14.23
NRIs	328,557	1.86
Clearing Members	184,714	1.04
NRN	2,500	0.01
Total	17,714,800	100

List of Top Ten Shareholders as on 31st March, 2015

Name of the Shareholder	No. of Shares held	% of Shareholding
Mrs. Sheetal Dugar	4,361,404	24.62
M/s Pyramid Sales Pvt. Ltd.	3,513,800	19.84
Mr. Vinod Dugar	3,434,800	19.39
M/s Growth Techno Projects Ltd.	1,640,000	9.26
Mr. Sandeep Baid	893,695	5.04
Mr. Moti Lal Laxkar	425,731	2.40
Mr. Shanti Lal Baid	380,000	2.16
Mr. Moizbhai Hakimuddin Boriawala	238,758	1.35
M/s Shanti Lal Baid (HUF)	140,000	0.79
Ms Rekha Jhabak	136,000	0.77

Details of Shares held by Directors as on 31st March, 2015

Name of Director	No. of Equity Shares	% of Total Holding
Mr. Shanti Lal Baid	520,000*	2.94
Mr. Sandeep Baid	893,695	5.04
Mr. Mahendra Pratap Singh	Nil	Nil
Mr. Prabir Kumar Sarkar	Nil	Nil
Mr. Sharad Kumar Bachhawat	Nil	Nil
Mrs. Pragya Baid	Nil	Nil
Total	1,413,695	7.98

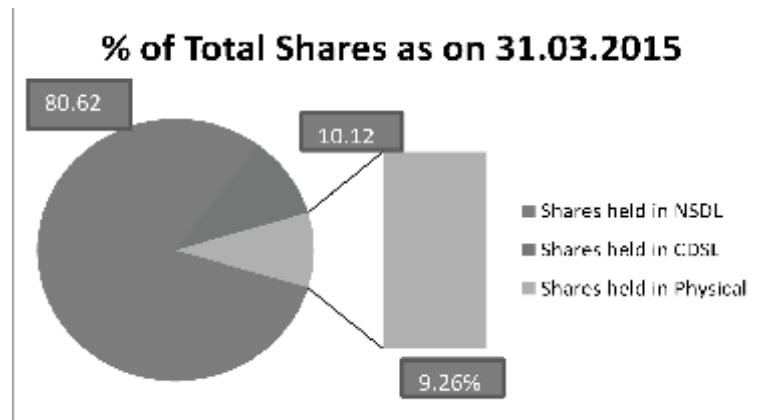
*includes 140,000 shares of Shanti Lal Baid (HUF)

Dematerialisation of Shares and liquidity

As on 31st March, 2015 a total of 16,074,640 Equity Shares of the Company representing 90.74% of the total Equity Share Capital were held in Dematerialised Form.

The bifurcation of shares held in Physical and Demat Form as on 31st March, 2015 is given below:

Status of Dematerialisation	No. of Shares	% of Total Shares
Shares held in NSDL	14,281,965	80.62
Shares held in CDSL	1,792,675	10.12
Shares held in Physical Form	1,640,160	9.26



Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on Equity

Not applicable as the Company has not made any such issue.

Transfer of Unclaimed amounts to Investor Education and Protection Fund

Pursuant to section 124 of the Companies Act, 2013, dividends that are unpaid/unclaimed for a period of seven years from the date they became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government. For the Financial year 2013-14 dividend has been declared on 05th September, 2014, and the unclaimed/unpaid dividend of 2013-14 is due for transfer in IEPF as on 04th September, 2021.

Plant Location:

RDB Rasayans Limited

126, Basudevpur, HPL Link Road,
Haldia- 721 602, Dist. Purba Medinipur,
West Bengal

Address for Correspondence:

Registered office

RDB Rasayans Limited

Bikaner Building, 8/1 Lal Bazar Street,
3rd Floor, Room No 9,
Kolkata- 700 001
Website: www.rdbgroup.in

For and on behalf of the Board

Shanti Lal Baid
Chairman & Managing Director

Place: Kolkata

Date: 28th day of May 2015

CEO/CFO CERTIFICATION

To,
The Board of Directors,
RDB Rasayans Limited

We, Shanti Lal Baid, Managing Director and Chief Executive Officer, appointed in terms of the Companies Act, 2013 and Bidhan Neogi, Chief Financial Officer, hereby certify to the Board that:

- a) We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2015 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with the 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 ended 31st March, 2015 which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware 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 that:
 - i. there have been no significant changes in internal control over financial reporting during the year;
 - ii. there have been no significant changes in accounting policies during the year and
 - iii. there have been no 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 financial reporting.

For **RDB Rasayans Limited**

For **RDB Rasayans Limited**

Place: Kolkata
Date: 28th day of May, 2015

Shanti Lal Baid
Managing Director &
Chief Executive Officer

Bidhan Neogi
Chief Financial Officer

CERTIFICATE OF CORPORATE GOVERNANCE

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To The Members of RDB RASAYANS LIMITED

We have reviewed the compliance of conditions of Corporate Governance by RDB RASAYANS LIMITED for the year ended 31st March, 2015 as stipulated in revised Clause 49 of the Listing Agreement of the said Company with the stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of 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 the Company has complied with the conditions of corporate Governance as stipulated in the Clause 49 of the above mentioned Listing Agreement.

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

For SMDAGA & CO.
Chartered Accountants
Firm's Registration Number: 303119E

Dated : 28th day of May, 2015
Place: Kolkata

Deepak Kumar Daga
(Partner)
Membership Number: 059205

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF RDB RASAYANS LIMITED

We have audited the accompanying financial statements of **RDB RASAYANS LIMITED**, which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit & Loss and Cash Flow Statement for the year ended, and also a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") 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 the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions 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; and design, implementation and maintenance of adequate internal financial controls, that were 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.

Auditor's 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 the audit report 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 the 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 financial control relevant to the Company's preparation 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 controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's 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, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to the following matter in the Notes to the following financial statements:

- a) *Note 2.36 to the financial statements which, describes the uncertainty related to the outcome of pending dispute against SEBI in the matter of Public Issue.*
- b) *Note 2.38 to the financial statements which, describes the uncertainty related to the outcome of pending dispute against West Bengal Government in the matter of Entry Tax.*

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records as we considered appropriate and according to the information and explanations given to us, we set out a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

1.
 - a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) As explained to us Fixed Assets of the company are physically verified by the management according to a phased programme designed to cover all the items which considering the size and nature of operations of the company appears to be reasonable. Pursuant to such program, no material discrepancies between book records and physical inventory have been noticed on physical verification.
2.
 - a) The inventory (excluding stock lying with third parties) has been physically verified by the management at regular intervals. In respect of inventory lying with third parties, these have substantially been confirmed by them.
 - b) In our opinion and according to the information's and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) On the basis of our examinations of records of the inventory, in our opinion, the company is maintaining proper records of inventory except in respect of work-in-progress. As in earlier years, work-in-progress has been determined by the management on the basis of physical verification. The discrepancies ascertained on physical verification between the physical stock and the book records of inventory were not material in relation to the operations of the Company.
3. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the company and according to the information and explanations given to us, no major weakness in internal have been noticed or reported.
5. The company has not accepted deposits and the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and the rules framed there under are not applicable.
6. The rules regarding maintenance of cost records which has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act. 2013 are not applicable to the company.
7.
 - a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and there is no arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
 - b) According to the records of the company examined by us and according to information and explanations given to us, there are no dues in respect of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess which have not been deposited on account of any dispute except as stated below:

Nature of Statute	Nature of Dues	Amount (₹ in Lacs)	Period	Forum where pending
West Bengal Tax on Entry of Goods into Local Areas Act, 2013	Entry Tax	7.95	2014-15	Hon'ble High Court of Calcutta

- c) There was no amount required to be transferred to Investor education and protection fund in accordance with the relevant provisions of the companies Act, 1956 (1 of 1956) and rules made there under.
- d) The Company does not have accumulated losses in the current financial year. Further, neither there was any cash loss in the financial year under review nor in the immediately preceding financial year.
- e) As per the books and records examined by us and according to the information and explanations given to us, in our opinion, the company has not defaulted in repayment of dues to financial institutions or banks or debenture holders.
- f) The Company has not given any guarantee for the loans taken by others from banks or financial institutions during the year.
- g) In our opinion, and according to the information's and explanations given to us, the term loan has been applied, on an overall basis, for the purpose for which they were obtained.

- h) During the course of our examination of the books and records of the company carried out in accordance with the generally accepted auditing practices in India and according to the information's and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of any such case by the management.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, we report that:

1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
2. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
3. 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.
4. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
5. On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
6. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a) (i) *Note 2.36 to the financial statements which, describes the uncertainty related to the outcome of pending dispute against SEBI in the matter of Public Issue.*
 - (ii) *Note 2.38 to the financial statements which, describes the uncertainty related to the outcome of pending dispute against West Bengal Government in the matter of Entry Tax.*
 - b) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For S. M. Daga & Co.
Chartered Accountants
Firm Registration No. 303119E

Deepak Kumar Daga
(Partner)
Membership No. 059205
Date : The 28th day of May, 2015
11, Clive Row, Kolkata – 700 001.

BALANCE SHEET

as at 31st March, 2015

(Amount in ₹)

Sr. No.	Particulars	Note	As at 31st March, 2015		As at 31st March, 2014	
I.	EQUITY AND LIABILITIES					
	1. Shareholders' funds					
	(a) Share capital	2.1	177,148,000		177,148,000	
	(b) Reserves and surplus	2.2	415,028,791	592,176,791	360,855,540	538,003,540
	2. Non-current liabilities					
	(a) Long-term borrowings	2.3	14,962,695		20,966,615	
	(b) Deferred tax liabilities (net)	2.4	7,382,186		8,959,227	
	(c) Long-term provisions	2.5	1,797,151	24,142,032	1,213,075	31,138,917
	3. Current liabilities					
	(a) Short-term borrowing	2.6	104,976,949		67,778,030	
	(b) Trade payables	2.7	41,295,270		30,120,422	
	(c) Other current liabilities	2.8	9,478,014		7,900,717	
	(d) Short-term provisions	2.9	40,360,923	196,111,156	20,007,715	125,806,884
	Total			812,429,979		694,949,341
II.	ASSETS					
	1. Non-current assets					
	(a) Fixed assets					
	(i) Tangible assets	2.10	121,173,584		124,937,458	
	(ii) Capital work-in-progress	2.10	-		446,972	
	(b) Long-term loans and advances	2.11	-		55,000,000	
	(c) Other non-current assets	2.12	6,020,681	127,194,265	10,847,472	191,231,902
	2. Current assets					
	(a) Inventories	2.13	80,392,820		91,372,841	
	(b) Trade receivables	2.14	89,054,516		99,392,822	
	(c) Cash and bank balances	2.15	276,928,181		267,786,467	
	(d) Short-term loans and advances	2.16	214,888,609		32,362,527	
	(e) Other current assets	2.17	23,971,588	685,235,714	12,802,782	503,717,439
	Total			812,429,979		694,949,341
	Significant accounting policies and notes to accounts	1 & 2				

This is the Balance Sheet referred to in our report of even date

For S. M. DAGA & CO.

Chartered Accountants

Firm registration No. 303119E

Deepak Kumar Daga

(Partner)

Membership No. 059205

Place : Kolkata.

Date : 28th day of May, 2015

(Shanti Lal Baid)
Managing Director

(Sandeep Baid)
Whole time Director

(Mausami Das)
Company Secretary

For and on behalf of the Board

(Bidhan Neogi)

Chief Financial Officer

STATEMENT OF PROFIT AND LOSS

for the year ended 31st March 2015

(Amount in ₹)

Sr. No.	Particulars	Note	For the year ended 31st March, 2015		For the year ended 31st March, 2014	
I.	REVENUE					
	Revenue from operations	2.18	749,826,288		811,747,701	
	Less : Excise duty		71,198,317	678,627,971	77,281,634	734,466,067
	Other income	2.19		90,396,776		4,656,885
	Total revenue			769,024,747		739,122,952
II.	EXPENSES					
	Purchase of stock-in-trade			13,554,338		36,584,220
	Cost of materials consumed	2.20		395,299,560		434,450,206
	Changes in inventories of finished goods and work-in-progress	2.21		30,716,701		10,928,843
	Employee benefits expenses	2.22		46,690,998		40,826,076
	Finance cost	2.23		13,995,884		18,016,776
	Depreciation	2.10		8,924,521		18,262,895
	Other expenses	2.24		166,881,752		155,537,544
	Total expenses			676,063,754		714,606,560
III.	Profit before tax (PBT)			92,960,993		24,516,392
IV.	Tax expenses of continuing operation :					
	(a) Current tax		29,690,000		9,645,000	
	(b) Tax adjustments for earlier year		3,860		(11,531)	
	(c) Deferred tax		(1,577,041)	28,116,819	(1,509,055)	8,124,414
V.	Profit/ (loss) for the period after tax (PAT)			64,844,174		16,391,978
VI.	Earning per share Basic and Diluted:(refer note no. 2.29)			3.66		0.93
	Significant accounting policies and notes to accounts	1 & 2				

This is the statement of Profit & Loss referred to in our report of even date

For S. M. DAGA & CO.
Chartered Accountants
Firm registration No. 303119E

For and on behalf of the Board

Deepak Kumar Daga
(Partner)
Membership No. 059205

(Bidhan Neogi)
Chief Financial Officer

Place : Kolkata.
Date : 28th day of May, 2015

(Shanti Lal Baid)
Managing Director

(Sandeep Baid)
Whole time Director

(Mausami Das)
Company Secretary

CASH FLOW STATEMENT

for the year ended 31st March 2015

(Amount in ₹)

Sr. No.	Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
A.	Cash flow from operating activities :		
	Net profit before tax as per Statement of Profit & Loss	92,960,993	24,516,392
	Adjustments for :		
	Depreciation	8,924,521	18,262,895
	Bad Debts written off	189,941	4,252,248
	Foreign Exchange (gain) / loss	(2,738,107)	778,822
	Interest paid	12,580,718	15,529,948
	Sundry balances / (liabilities) written back	292,361	100,289
	Interest received	(84,978,591)	(4,404,252)
	Share Issue expenses written off	4,134,036	4,134,036
	Provision for employees benefits	726,553	294,801
	Operating profit before working capital changes	32,092,425	63,465,179
	(Increase) / Decrease in inventories	10,980,021	25,515,379
	(Increase) / Decrease in trade receivables	12,594,111	(9,439,938)
	(Increase) / Decrease in short-term advances	(2,407,343)	10,120,667
	Increase / (Decrease) in other current liabilities	601,591	1,350,715
	Increase / (Decrease) in trade payables	11,174,848	2,645,876
	Cash generated from operations	65,035,653	93,657,878
	Less: Direct taxes paid/ (refunds) including interest (net)	20,623,736	8,349,584
	Cash Flow before exceptional items	44,411,917	85,308,294
	Net cash generated/(used) from operating activities	44,411,917	85,308,294
B.	Cash flow from investing activities :		
	Purchase of fixed assets	(4,713,675)	(4,975,951)
	Proceeds from sale of fixed assets	-	-
	(Payment) / refund towards advance for purchase of capital goods	55,000,000	-
	(Payment) / refund from loan to body corporates	(183,365,319)	(23,634,681)
	(Payment) / refund from other non-current assets	692,755	(17,500)
	Fixed Deposits	(6,528,596)	(1,010,923)
	Interest received	88,031,241	1,351,602
	Net cash from investing activities	(50,883,594)	(28,287,453)
C.	Cash flow from financing activities :		
	Proceeds / (repayment) of long term borrowings	(6,003,920)	(5,279,063)
	Proceeds / (repayment) of short term borrowings	37,198,919	(25,742,446)
	Interest paid	(12,629,253)	(15,545,231)
	Dividend paid	(7,975,636)	(8,812,017)
	Dividend tax paid	(1,505,315)	(1,505,315)
	Net cash generated/(used) in financing activities	9,084,795	(56,884,072)
	Net increase/(decrease) in cash and cash equivalents (A+B+C)	2,613,118	136,769
	Cash and cash equivalents -Opening balance	487,167	350,398
		3,100,285	487,167
	Cash and cash equivalents -Closing balance	3,100,285	487,167
	Cash and cash equivalents comprise:		
	Cash on hand	84,395	73,604
	Balances with schedule banks	3,015,890	413,563
		3,100,285	487,167

This is the Cash Flow Statement referred to in our report of even date

For S. M. DAGA & CO.
Chartered Accountants
Firm registration No. 303119E

Deepak Kumar Daga
(Partner)
Membership No. 059205

Place : Kolkata.
Date : 28th day of May, 2015

For and on behalf of the Board

(Bidhan Neogi)
Chief Financial Officer

(Shanti Lal Baid)
Managing Director

(Sandeep Baid)
Whole time Director

(Mausami Das)
Company Secretary

SIGNIFICANT ACCOUNTING POLICIES

1. Significant accounting policies

1.1 Basis of preparation of financial statements

These financial statements are prepared under historical cost convention on accrual basis as a going concern and in accordance with the Generally Accepted Accounting Principles (GAAP), Companies Act, 2013 and in compliance with Companies (Accounts) Rules, 2014 except those with significant uncertainty. Accounting policies not stated explicitly otherwise are consistent with Generally Accepted Accounting Principles.

1.2 Use of estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of balances of assets and liabilities and disclosures relating to contingent liabilities as at the reporting date of the financial statement. Actual results could differ from those estimated. Such differences are recognized in the period in which they are known or materialized.

1.3 Revenue recognition

- a) Revenue from sale of goods is recognized on transfer of all significant risks and rewards of ownership to the buyer which generally coincides with dispatch of goods from factory.
- b) All other Income are accounted on accrual basis except otherwise stated.
- c) Claims and refunds due from Government Authorities are recognized in the accounts on receipt basis due to significant uncertainty regarding their realizations.

1.4 Fixed assets-tangible assets and capital work-in-progress

- a) Leasehold lands are stated at cost including cost incurred for its development.
- b) Fixed Assets except leasehold land are stated at cost of acquisition inclusive of freight incurred, non-refundable duties or taxes and incidental expenses less accumulated depreciation.
- c) Capital work-in-progress comprises of the cost of fixed assets, that are not yet ready for their intended use at the reporting date.

1.5 Depreciation

Depreciation on fixed assets except leasehold lands has been provided on straight line method at the rates and in the manner specified in Schedule II of the Companies Act, 2013. No depreciation has been provided on Leasehold lands.

1.6 Impairment of assets

An asset is treated as impaired when the carrying cost of the same exceeds its recoverable amount. Such impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of the recoverable amount.

1.7 Inventories

- a) Raw Materials are valued at lower of cost determined on FIFO basis or net realizable value. Cost comprises all cost of purchases, including duties and taxes (other than those subsequently

recoverable from the revenue authorities), freight inwards and other expenditure directly attributable to the purchases.

- b) Work-in-progress are valued at cost computed on the basis of cost of raw material, appropriated share of employment cost and related factory overheads.
- c) Finished goods are valued at lower of, cost determined on the basis of absorption costing method or net realizable value inclusive of Excise duty.
- d) Packing & printing materials, stores & spares are valued at lower of cost determined on weighted average basis or net realizable value.
- e) Wastage is valued at estimated realizable value.

1.8 Sales

Sales represent invoice value of finished goods sold inclusive of Excise duty, VAT/CST and cost of transportation, if any, net of sales return.

1.9 Excise duty

Excise duty is accounted on the basis of both, payments made in respect of goods cleared and also provision made for goods lying in stock at factory.

1.10 Value Added Tax and Central Sales Tax

VAT, CST and other local taxes on sales are charged to the Statement of Profit and Loss.

1.11 Foreign currency transaction

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction. Monetary items denominated in foreign currencies at the year end are reported at year end rates. Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss.

1.12 Claims / Refunds

Claims or refunds are accounted for on the basis of settlement.

1.13 Export benefits

Excise duty on goods cleared for exports from factory are claimed as refund.

1.14 Employees benefits

i) Short term employee benefits

Short term employee benefits including bonus are recognized as an expense in the Statement of Profit and Loss of the year in which the related services are rendered.

ii) Post-employment benefits

a) Defined contribution plan: Employee benefits in the form of Provident fund etc are considered as defined contribution plan and the same are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.

b) Defined benefit plan: Employee benefits in the form of Gratuity, Leave encashment are considered as defined benefit plan and are provided for on the basis of an independent actuarial valuation, using projected unit credit method, as at the Balance Sheet date as per requirements of Accounting Standard-15 (Revised 2005) on "Employee Benefits" notified by Central Government in exercise of powers conferred u/s 133 of Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014. Actuarial gains / losses, if any, are immediately recognized in the Statement of Profit and Loss.

1.15 Taxes on income

- a) **Current tax:** Current tax is determined as the amount of tax payable in respect of taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternative Tax credit available if any under section 115JB of the Income Tax Act, 1961 is accounted in the year in which the credit is claimed.
- b) **Deferred tax:** Deferred tax is recognized subject to consideration of prudence on the basis of timing difference being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. Deferred Tax Asset is recognized and carried forward only to the extent that there is reasonable certainty that the asset will be realized in future.

1.16 Provision / Contingencies

A provision is recognized for a present obligation as a result of past events if it is probable that outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are determined based on best estimate of the amount required to settle the obligation as at the Balance Sheet date. In case actual outcome differs from that estimated, the difference is accounted for at the time the result are known / materialized.

Liabilities which are material and whose future outcome can not be ascertained with reasonable certainty are treated as contingent and are disclosed by way of notes to the accounts.

1.17 Prior period adjustments

Adjustment of identifiable items of income and expenditure pertaining to prior period are accounted for as prior period adjustments.

1.18 Share issue expenses

Such expenditures incurred are capitalized and written off on straight line basis over a period of five years.

NOTES TO ACCOUNTS

NOTES TO ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2015

Note 2 : Amounts in the financial statements are presented in Rupees and rounded off to the nearest decimals thereof. The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year.

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Note 2.1- Share capital		
a. Authorised share capital :		
18,000,000 (Previous year 18,000,000) equity shares of Rs.10/- each	180,000,000	180,000,000
Issued, subscribed and paid-up share capital :		
17,714,800 (Previous year 17,714,800) equity shares of Rs.10/- each fully paid-up	177,148,000	177,148,000
Total	177,148,000	177,148,000

b. Rights, preferences and restriction attaching to various classes of shares including restriction on distribution of dividends and repayment of capital.

The Company has only one class of shares which does not enjoy any preferential right or bear any restriction with regard to distribution of dividend or repayment of capital. Each holder of equity shares is entitled to one vote per share.

c. Reconciliation of number of equity shares outstanding at the beginning and at the end of the year

Particulars	31.03.2015	31.03.2014
	Nos	Nos
Shares outstanding as at the beginning of the year	17,714,800	17,714,800
Number of shares outstanding as at the end of the year	17,714,800	17,714,800

d. Details of shares held by each shareholder holding more than 5% shares with voting rights

Name of shareholders holding equity shares more than 5% shares	31.03.2015	31.03.2014
	% holding / No. of shares	% holding / No. of shares
1. Sheetal Dugar	24.62%	23.39%
	4,361,404	4,143,071
2. Pyramid Sales Private Limited	19.84%	19.84%
	3,513,800	3,513,800
3. Vinod Dugar	19.39%	19.39%
	3,434,800	3,434,800
4. Growth Techno Projects Limited	9.26%	9.26%
	1,640,000	1,640,000
5. Sandeep Baid	5.04%	5.04%
	893,695	893,695
Total	78.15%	76.92%
	13,843,699	13,625,366

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
e. Share reserved for issue under options and contracts	-	-
f. Commitments for sale of shares / disinvestment	-	-

g. Details of allotment of bonus shares during the period of five years

Particulars	(Amount in ₹)
9,911,100 equity shares of Rs.10/- each allotted during F.Y. 2009-10	99,111,000

NOTES TO ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2015 (Contd...)

h. Utilization of proceeds of initial public issue as per clause 43A & 49 of the Listing Agreement is as under (Amount in ₹)

Particulars	As per prospectus net amount to be deployed from issue proceeds	Incurred upto 31.03.2015
a. To finance the capital expenditure to enhance the manufacturing capacity :		
Civil works	-	-
Plant and machineries	239,127,000	25,153,515
Pre-operative expenses	7,000,000	-
Provision for contingencies	11,956,000	-
Security for WBSEDCL	20,000,000	-
Sub_total (a)	278,083,000	25,153,515
b. General corporate purpose	50,129,000	49,849,182
c. Issue expenses	27,288,000	19,210,714
Total (a+b+c)	355,500,000	94,213,411
Balance amount to be utilized out of IPO proceeds		261,286,589
Interim utilization of balance IPO proceeds :		
Balance in Escrow Account / Current Account as per Court order		261,286,589
Total		261,286,589

Particulars	As at 31st March, 2015	As at 31st March, 2014
Note 2.2- Reserves and surplus		
a. Capital reserve (as per last account)	7,695,000	7,695,000
b. Securities premium account (as per last account)	310,500,000	310,500,000
c. Surplus - brought forward from last year	42,660,540	36,699,700
Add : Profit for the year	64,844,174	16,391,978
Less: Appropriations		
Proposed equity dividend	8,857,400	8,857,400
Dividend distribution tax	1,813,523	1,505,315
Dividend distribution tax for earlier year	-	68,423
Sub_total (c) - Surplus as at end of the year	96,833,791	42,660,540
Total (a+b+c)	415,028,791	360,855,540

Note 2.3- Long-term borrowings		
(Secured)		
Term loan from bank :		
(Repayable in 116 monthly installments of Rs. 6,30,980, starting from 20.07.2009 and last installment will fall due on 20.02.2019.)	13,213,999	18,749,606
The applicable rate of interest is base rate plus 1.60% p.a. (previous year base rate plus 2.60% p.a)		
(Repayable in 110 monthly installments of Rs. 60,690, starting from 21.01.2010 and last installment will be falling due on 20.02.2019.)	1,748,696	2,217,009
The applicable rate of interest is base rate plus 1.60% p.a. (previous year base rate plus 2.60% p.a)		
(Above loans are secured against first charge by way of equitable mortgage of leasehold lands of the Company and the personal guarantee of Directors.)		
Total	14,962,695	20,966,615

NOTES TO ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2015 (Contd...)

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Note 2.4- Deferred tax liabilities (net)		
a. Deferred tax assets :		
Provision for bonus	76,892	92,881
Provision for employee benefits	583,086	393,582
Sub_total (a)	659,978	486,463
b. Deferred tax liability :		
Depreciation allowance on fixed assets	8,042,164	9,445,690
Total (b-a)	7,382,186	8,959,227
Note 2.5- Long-term provisions		
Provision for employee benefits	1,797,151	1,213,075
Total	1,797,151	1,213,075
Note 2.6- Short-term borrowing		
(Secured, repayable on demand)		
Cash credit from bank :	104,976,949	67,778,030
(Above loan is secured against first charge by way of hypothecation of raw materials, stocks, book-debts, stores & spares and all other current assets of the company both present and future, equitable mortgage of leasehold lands, hypothecation of all the movable fixed assets of the company, both present and future alongwith personal guarantee of directors.)		
The applicable rate of interest is base rate plus 1.10% p.a, (previous year base rate plus 2.00% p.a.)		
Total	104,976,949	67,778,030
Note 2.7- Trade payables		
Micro, Small and Medium Enterprises (Refer note no 2.28)	-	-
Other than Micro, Small and Medium Enterprises		
- Related Party	13,468	97,054
- Others	41,281,802	30,023,368
Total	41,295,270	30,120,422
Note 2.7(a)- The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under		
Principal amount due and remaining unpaid	-	-
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-
Note 2.8- Other current liabilities		
a. Current maturities of long-term debt	5,160,737	4,497,429
b. Interest accrued but not due on borrowings	62,628	111,163
c. Statutory liabilities	1,805,271	1,805,182
d. Other payables :		
Advance received from customers	194,047	208,833
Employee expenses -		
To directors	245,000	162,000
To others	1,014,912	1,002,455
Unpaid Dividend*	995,419	113,655
* There is no amount due and outstanding as on 31.03.2015 to be credited to Investor Education and Protection Fund.		
Sub_total (d)	2,449,378	1,486,943
Total (a+b+c+d)	9,478,014	7,900,717

NOTES TO ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2015 (Contd...)

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Note 2.9- Short-term provisions		
Income tax	29,690,000	9,645,000
Proposed equity dividend (refer note below)	8,857,400	8,857,400
Dividend distribution tax on proposed equity dividend	1,813,523	1,505,315
Total	40,360,923	20,007,715

Note : The Board of Directors has recommended, subject to approval of shareholders, dividend of Rs. 0.50 per equity shares of Rs. 10/- each on 17,714,800 equity shares, aggregating to Rs.10,670,923 for the year ended 31.03.2015 (Previous year : Rs. 0.50 per equity shares, aggregating Rs.10,362,715) including dividend distribution tax.

Note 2.10- Fixed assets- Tangible assets
(i) Tangible assets

Sl. No	Description of assets	Gross Block				Depreciation				Net Block	
		As at 01.04.14	Addition during the year	Deductions during the year	As at 31.03.15	Up to 01.04.14	For the year	Deduction during the year	Up to 31.03.15	As at 31.03.15	As at 31.03.14
1	Leasehold lands	13,012,792	-	-	13,012,792	-	-	-	-	13,012,792	13,012,792
2	Factory buildings	56,663,407	-	-	56,663,407	13,871,136	1,762,245	-	15,633,381	41,030,026	42,792,271
3	Air condition machines	953,143	-	-	953,143	594,017	35,768	-	629,785	323,358	359,126
4	Plant and machineries	149,995,605	4,176,854	-	154,172,459	89,236,171	5,082,743	-	94,318,914	59,853,545	60,759,434
5	Electric installations	7,074,252	-	-	7,074,252	4,065,669	562,133	-	4,627,802	2,446,450	3,008,583
6	Furnitures and fixtures	3,347,531	21,068	-	3,368,599	1,422,969	661,780	-	2,084,749	1,283,850	1,924,562
7	Vehicles	4,678,036	827,095	-	5,505,131	1,797,656	761,624	-	2,559,280	2,945,851	2,880,380
8	Office equipments	552,185	97,452	-	649,637	351,875	52,175	-	404,050	245,587	200,310
9	Computers	1,386,489	38,178	-	1,424,667	1,386,489	6,053	-	1,392,542	32,125	-
	Total	237,663,440	5,160,647	-	242,824,087	112,725,982	8,924,521	-	121,650,503	121,173,584	124,937,458
	Previous Year	233,134,462	4,528,978	-	237,663,440	94,463,087	18,262,895	-	112,725,982	124,937,458	-

(ii) Capital Work In Progress

- 446,972

Particulars	As at 31st March, 2015	As at 31st March, 2014
Note 2.11- Long-term loans and advances		
(Unsecured, considered good)		
Advances to body corporates		
- Related Party	-	55,000,000
Total	-	55,000,000

Note 2.12- Other non-current assets

Security deposits	1,886,642	2,579,397
Share issue expenses	4,134,039	8,268,075
(To the extent not written off or adjusted)		
Total	6,020,681	10,847,472

Note 2.13- Inventories

(As taken, valued and certified by the Management)

Raw materials	39,165,760	13,961,258
Work-in-progress	35,510,627	66,227,328
Finished goods	-	-
Stores and spares	4,364,363	4,186,688
Packing and printing materials	463,610	485,866
Raw materials, store and spares in transit	888,460	6,511,701
Total	80,392,820	91,372,841

NOTES TO ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2015 (Contd...)

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Note 2.14- Trade receivables		
(Unsecured, considered good)		
Debts outstanding for more than six months	3,659,596	2,420,251
Other Debts	85,394,920	96,972,571
Total	89,054,516	99,392,822
Note 2.15- Cash and bank balances		
a. Cash and cash equivalents :		
Cash on hand (as certified by the Management)	84,395	73,604
Balances with banks	3,015,890	413,563
Sub_total (a)	3,100,285	487,167
b. Other bank balances :		
Unpaid dividend	995,419	113,655
Fixed deposits :		
Pledged against bank guarantees / letter of credit / other flexi deposit	11,545,888	5,899,056
IPO proceeds deposited in Escrow / current Account (refer note no. 2.35 and 2.36)	261,286,589	261,286,589
Sub_total (b)	273,827,896	267,299,300
Total (a+b)	276,928,181	267,786,467
Note 2.16- Short-term loans and advances		
(Unsecured, considered good)		
Loan to Body Corporates	207,000,000	23,634,681
Advance to suppliers	7,669,109	8,297,379
Advance to employees	219,500	430,467
Total	214,888,609	32,362,527
Note 2.17- Other current assets		
(Unsecured, considered good)		
Balances with government authorities	23,718,590	12,499,482
Prepaid expenses	252,998	303,300
Total	23,971,588	12,802,782

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Note 2.18- Revenue from operation		
a. Sale of products :		
Sale of finished goods	734,001,486	766,752,763
Sale of stock-in-trade	15,824,802	44,065,385
Sub_total (a)	749,826,288	810,818,148
b. Sale of service	-	929,553
Total (a+b)	749,826,288	811,747,701
Note 2.19- Other income		
Interest received (refer note no 2.37)	84,978,591	4,404,252
Other receipts	5,418,185	252,633
Total	90,396,776	4,656,885
Note 2.20- Cost of raw material consumed		
Opening stock	13,961,258	28,770,884
Add : Purchase	420,504,062	419,640,580
Less: Closing stock	39,165,760	13,961,258
Total	395,299,560	434,450,206
Note 2.20(a)- Details of cost of raw material consumed		
Poly Granules	348,148,041	388,436,445
Others	47,151,519	46,013,761
Total	395,299,560	434,450,206
Note 2.20(b) Particulars of raw material consumed (% and value)	31.03.2015	31.03.2014
	% consumption / value-consumption	% consumption / value-consumption
Imported	25.88%	7.44%
	102,294,631	32,328,235
Indigenous	74.12%	92.56%
	293,004,929	402,121,971

NOTES TO ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2015 (Contd...)

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Note 2.21- Change in inventories of finished goods and works-in-progress		
a. Opening Stock :		
Finished goods	-	-
Work-in-progress	66,227,328	77,156,171
Sub_total (a)	66,227,328	77,156,171
b. Closing Stock :		
Finished goods	-	-
Work-in-progress	35,510,627	66,227,328
Sub_total (b)	35,510,627	66,227,328
Total (a-b)	30,716,701	10,928,843
Note 2.22- Employee benefits expenses		
Salaries and wages, bonus and allowances	40,785,526	35,502,981
Directors' remuneration	2,940,000	2,700,000
Contribution to employees provident fund	1,024,950	998,839
Staff welfare expenses	1,369,243	1,388,932
Gratuity	571,279	235,324
Total	46,690,998	40,826,076
Note 2.23- Finance costs		
Interest expense	12,580,718	15,529,948
Other borrowing cost	1,415,166	2,486,828
Total	13,995,884	18,016,776
Note 2.24- Other expenses		
a. Manufacturing expenses :		
Printing and packing materials consumed	4,070,738	4,722,958
Stores and spares consumed	9,988,219	6,351,818
Power and Fuel consumed	44,500,861	42,106,514
Machine repairs	1,045,839	1,100,729
Building repairs	1,147,930	41,446
Inward freight, coolie, cartage etc.	20,694,983	7,233,430
Job work charges	13,254,700	11,280,765
Other manufacturing expenses	31,163	34,930
Sub_total (a)	94,734,433	72,872,590
b. Administration expenses :		
Rent	193,097	467,975
Rates and taxes	862,342	605,528
Repair and maintenance	1,025,221	614,198
Vehicle maintenance expenses	580,897	483,580
Insurance	293,175	281,101
Travelling and conveyance	367,606	433,162
Postage, telegraph and telephones	289,999	340,339
Printing and stationery	369,155	361,821
Directors' sitting fees	160,000	-
Legal and consultancy charges	1,783,177	2,340,650
Bad debts	189,941	4,252,248
Foreign currency fluctuation loss	-	778,822
Share issue expenses written off	4,134,036	4,134,036
Sundry balances written off (net)	292,361	100,289
Miscellaneous expenses	1,712,434	2,141,852
Auditors' remuneration -		
Audit fee	40,000	40,000
Taxation matters	10,000	10,000
Sub_total (b)	12,303,441	17,385,601

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
c. Selling and distribution expenses :		
Advertisement and publicity expenses	84,576	226,176
Sales tax and Value added tax	24,996,292	29,279,931
Freight and forwarding charges	11,742,364	11,507,522
Brokerage, commission and discounts	22,583,978	23,497,176
Sales promotion expenses	69,804	373,947
ECGC premium charges	132,160	142,463
Application and membership fees	128,604	185,922
Detention charges	58,200	13,816
Fumigation charges	47,900	52,400
Sub_total (c)	59,843,878	65,279,353
Total (a+b+c)	166,881,752	155,537,544

- 2.25 In accordance with the West Bengal Incentive Scheme 2000, announced by the Govt. of West Bengal, the company has approved an action plan for availing the subsidy benefits based on the eligibility certificate issued by the West Bengal Industrial Development Corporation Ltd. In view of the reasonable uncertainty and the method of calculation of subsidies, such subsidies are accounted for as and when the disbursements will be received.
- 2.26 In the opinion of the Board the Current Assets, Loans and Advances are not less than the stated value if realized in ordinary course of business. The provision for all known liabilities is adequate. There is no contingent liabilities except stated, as informed by the Management.
- 2.27 The Business of the company falls under a single segment i.e. manufacturing and trading of PP woven sacks / Fabric / Liner and its related raw material. In view of the general classification notified by Central Government in exercise of powers conferred u/s 133 of Companies Act, 2013 for Companies operating in single segment, the disclosure requirement as per Accounting Standard-17 on "Segment Reporting" is not applicable to the Company. The Company's business is mainly concentrated in similar geographical, political and economical conditions; hence disclosure for geographical segment is also not required.
- 2.28 The Company is in communication with its suppliers to ascertain the applicability of "The Micro, Small and Medium Enterprises Development Act, 2006". As on the date of this Balance Sheet the Company has received communication from few of its suppliers regarding the applicability of this Act to them and the same has been disclosed under note no 2.7.

2.29 **Earnings per share in accordance with AS-20**

Earnings per share is computed as under	2014-15	2013-14
Profit after taxation available for equity shareholders (A) (Rs.)	64,844,174	16,391,978
Weighted average number of equity shares outstanding (B)	17,714,800	17,714,800
Earnings per share (Face value of Rs.10/- per share)		
Basic & Diluted (A/B) (Rs.)	3.66	0.93

2.30 **Post employment benefits:**

- a) Defined contribution plans: The Company has recognized an expense of Rs. 1,024,950 (Previous Year Rs. 998,839) towards the defined contribution plans.
- b) Defined benefit plans: As per actuarial valuation as on March 31, 2015 and recognized in the financial statements in respect of Employee Benefit Schemes:

NOTES TO ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2015 (Contd...)

(Amount in ₹)

Particulars		2014-15	2013-14	2014-15	2013-14
		Gratuity	Gratuity	Leave	Leave
I	Components of employer expense				
	1 Current service cost	258,750	196,286	76,830	33,708
	2 Interest cost	94,574	82,457	25,835	22,015
	3 Expected return on plan assets	----	----	----	----
	4 Curtailment cost/ (credit)	----	----	----	----
	5 Settlement cost/ (credit)	----	----	----	----
	6 Past service cost	----	----	----	----
	7 Actuarial losses/ (gains)	217,955	(43,419)	52,609	3,754
	8 Total employer expense recognized in the Statement of Profit & Loss	571,279	235,324	155,274	59,477
	Gratuity expense is recognized in Gratuity and Leave encashment in “Employee benefit expenses” under note 2.22				
II	Net Asset/ (Liability) recognized in Balance Sheet				
	1 Present Value of Defined Benefit Obligation	1,411,562	952,789	385,589	260,286
	2 Fair Value of Plan Assets	----	----	----	----
	3 Funded Status [Surplus/ (Deficit)]	(1,411,562)	(952,789)	(385,589)	(260,286)
	4 Unrecognized Past Service Costs	----	----	----	----
	5 Net Asset/ (Liability) recognized in Balance Sheet	(1,411,562)	(952,789)	(385,589)	(260,286)
III	Change in defined benefit obligation (DBO)				
	1 Present Value of DBO at the Beginning of Period	952,789	879,580	260,286	228,945
	2 Current service cost	258,750	196,286	76,830	33,708
	3 Interest cost	94,574	82,457	25,835	22,015
	4 Curtailment cost/ (credit)	----	----	----	----
	5 Settlement cost/ (credit)	----	----	----	----
	6 Plan amendments	----	----	----	----
	7 Acquisitions	----	----	----	----
	8 Actuarial losses/ (gains)	217,955	(43,419)	52,609	3,754
	9 Benefit payments	(112,506)	(162,115)	(29,971)	(28,136)
	10 Present value of DBO at the end of period	1,411,562	952,789	385,589	260,286
IV	Change in fair value of assets				
	1 Plan Assets at the beginning of period	----	----	----	----
	2 Acquisition adjustment	---	---	---	---
	3 Expected return on plan assets	---	---	---	---
	4 Actual company contributions	112,506	162,115	29,971	28,136
	5 Actuarial gain/ (loss)	---	---	---	---
	6 Benefit payments	(112,506)	(162,115)	(29,971)	(28,136)
	7 Plan assets at the end of period	---	---	----	----

Particulars		2014-15	2013-14	2014-15	2013-14
		Gratuity	Gratuity	Leave	Leave
V	Actuarial assumptions				
	1 Discount rate	8.00%	8.25%	8.00%	8.25%
	2 Expected return on assets	N.A	N.A	N.A	N.A
	3 Salary escalations	5.00%	5.00%	5.00%	5.00%
	4 Mortality	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate
	5 The estimates of future salary increases, considered in actuarial valuation takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in employment market.				
	6 Discount rate is based upon the market yields available on Government Bonds at the accounting date with a term that matches with that of liabilities.				

2.31 Related party disclosures in accordance with AS-18

a) Other related parties to whom the Company had transactions:

i. Key management personnel and their relatives :

Sl. No.	Name	Designation / Relationship
1.	Sri Shanti Lal Baid	Managing Director
2.	Sri Sandeep Baid	Whole time Director
3.	Sri Vinod Dugar	Son-in-law of Managing Director

ii. Enterprises over which key management personnel / major shareholders / their relatives have significant Influence :

Sl. No.	Name of enterprise	Relationship with enterprise
1.	M/s. Ajanta Trading Company	Director's Brother & Son are partner
2.	M/s. R D Motors Private Ltd	Director's son-in-law is director
3.	M/s. NTC Industries Ltd.	Entity under significant influence of KMP / relative of KMP.
4.	M/s. Infra Vision Developers P Ltd	

b) Disclosure of transactions between the related parties and the status of outstanding balances as on 31.03.2015
(Amount in ₹)

Transaction with key management personnel & their relatives			
Nature of transaction	Name of related party	Key management personnel & their relatives	
		2014-2015	2013-2014
Remuneration	Sri Shanti Lal Baid	1,200,000	960,000
	Sri Sandeep Baid	1,740,000	1,740,000
Balance Payable at year end	Sri Shanti Lal Baid	110,300	66,000
	Sri Sandeep Baid	134,700	96,000

Enterprises over which KMP & their relatives have significant influence		Rs.	
Nature of transaction	Name of related party	Enterprises over which KMP & their relatives have significant influence	
		2014-2015	2013-2014
Rent paid	Sri Vinod Dugar	61,128	61,128
Purchase of store, spares, repair & maintenance Items	M/s. Ajanta Trading Company	52,840	----
Purchase & Repair of Car	M/s. R D Motors P Ltd	913,769	----
Refund of Advance	M/s. Infra Vision Developer P Ltd	55,000,000	----
Compensation Received	M/s. Infra Vision Developer P Ltd	1,500,000	----
Sale woven sacks & Raw Material	M/s. NTC Industries Ltd	-----	287,920
Godown Rent	M/s. NTC Industries Ltd	-----	310,569
Refund of Security Deposit for Godown	M/s. NTC Industries Ltd	108,900	----
Balance payable at year end	M/s. Ajanta Trading Company	13,468	----
	M/s. NTC Industries Ltd	-----	97,054
	M/s. RD Motors P Ltd	-----	----
Balance receivable at year end	M/s. Infra Vision Developer P Ltd	-----	55,000,000
	M/s. NTC Industries Ltd	-----	108,900

Note : Related party relationships and transactions are identified by the company on the basis of available information.

2.32 Contingent liabilities:

- Unexpired bank guarantee is given by the Company against EPGC scheme and Public issue for Rs. 1,948,431 (Previous year Rs.1,948,431).
- Outstanding liability on account of letter of credit is given by the Company against electricity security deposit for Rs. 4,300,000 (Previous year Rs. 3,800,000).
- Outstanding liability on account of West Bengal Tax on Entry of Goods will be for Rs. 7,95,082 (Previous year Rs. Nil)

2.33 C.I.F. value of imports, expenditure and earning in foreign currencies

(Amount in ₹)

Description	2014-15	2013-14
C.I.F. value of imports :		
- Raw materials	127,865,360	65,474,638
Earnings in foreign currency :		
- Export on F.O.B basis	58,238,986	61,653,793

2.34 During the year under review, the Company has aligned the useful life of its Tangible Fixed Assets in the line with Schedule II to Companies Act, 2013.

2.35 The Company was under process of investigation as per SEBI ad interim exparte order WTM/PS/45/ID9/DEC/2011 dated 28.12.2011 in exercise of the powers conferred upon SEBI under section 11(1), 11(4), 11A and 11B of the said act and issued certain directions for the Company to comply with. Accordingly the Company recalled the secured loan from its group company and deposited the same in Escrow account.

2.36 As per direction of SEBI WTM's order dated 19.12.2014, the Company has been granted liberty to utilize the funds raised in IPO lying in Escrow Account for the purpose disclosed in prospectus. However, the proceeding under Sec 4(1) of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 has been initiated and the same is in under process.

2.37 Pursuant to the order dated 19.12.2014 of SEBI, the Company during the year under review has accounted for interest income of Rs. 68,632,314 and TDS there on Rs. 6,863,231 of which interest of Rs. 42,605,637 and TDS of Rs. 4,260,565 pertain to earlier years which was not accounted for before in accordance with the guideline prescribed under AS-9 with regard to "Revenue Recognition".

2.38 The Company has filed a WRIT petition with the Hon'ble High Court of Calcutta challenging the vires of the West Bengal Tax on Entry of Goods into Local Areas Act, 2012. The Company has received an interim order from Court admitting the WRIT petition filed.

2.39 Note no 1 to 2.39 forms an integral part of financial statement.

For S.M. DAGA & CO.
Chartered Accountants
Firm Registration No 303119E

Deepak Kumar Daga
(Partner)
Membership No. 059205

For and on behalf of the Board

(Bidhan Neogi)
Chief Financial Officer

Place: Kolkata
Date : 28th Day of May, 2015

(Shanti Lal Baid)
Managing Director

(Sandeep Baid)
Wholetime Director

(Mausami Das)
Company Secretary



RDB RASAYANS LIMITED

(AN ISO 9001-2008 Company)

REGD OFFICE : BIKANER BUILDING, 3RD FLOOR, ROOM NO.-9, B-1, LAL BAZAR STREET KOLKATA-700 001 • PHONE : +91-33-4450 0500, 22305668 • FAX : +91-33-2742 0511


FORM A

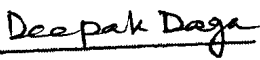
(Pursuant to Clause 31(a) of the Listing Agreement)

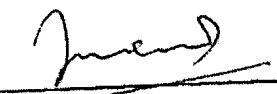
Format of covering letter of the Annual Report to be filed with the Stock Exchange

1.	Name of the Company	RDB Rasayans Limited
2.	Annual financial statements for the year ended	31st March, 2015.
3.	Type of Audit observation	Matter of Emphasis (Note 2.36 to the financial statements which, describes the uncertainty related to the outcome of pending dispute against SEBI in the matter of Public Issue. Note 2.38 to the financial statements which, describes the uncertainty related to the outcome of pending dispute against West Bengal Government in the matter of Entry Tax.)
4.	Frequency of observation	Observation since 2013-14
5.	To be signed by-	


Sri Shanti Lal Baid
CEO/Managing Director


Sri Bidhan Neogi
CFO


For S.M. Daga & Co.
Chartered Accountants
Sri Deepak Kumar Daga
Partner
Membership No. 059205


Sri Mahendra Pratap Singh
Audit Committee Chairman

Date: 28th day of May, 2015