

Pipeline - A Lifeline



ANNUAL REPORT 2014-2015

 RAUNAQ INTERNATIONAL LIMITED

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Forward Looking Statements

Statements in this Annual Report describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those in such forward-looking statements. Important developments that could affect the Company's operations include a downtrend in the infrastructure sector, significant changes in political and economic environment in India or key financial markets abroad, tax laws, litigation, exchange rate fluctuations, interest and other costs.



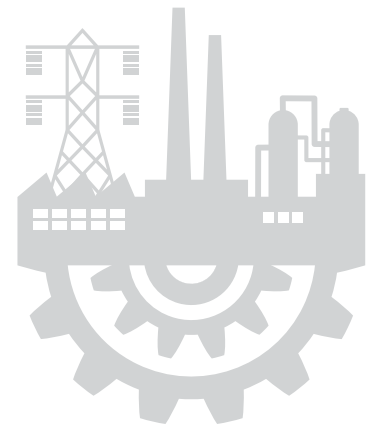
Pipeline - A Lifeline

The seamless movement of fluids in the industry and the country lies on the shoulders of the fast growing network of pipelines. Stretched across farms, forest or deserts pipeline are truly the lifeline of every economy.

At Raunaq International, with our capabilities to flawlessly execute turnkey pipeline projects we are today one of the serious contenders for such works in the various industries. Our motto is to enable the various industries to work seamlessly. We have successfully executed diverse forms of pipeline and storage system projects across various industries such as power, oil & gas, petrochemicals, chemicals, cement etc. This has significantly added to our project management skills. Our qualified, experienced and dedicated manpower ensures timely completion, maintaining the best quality standards for every project that we execute. We are dedicated and well equipped today to build.



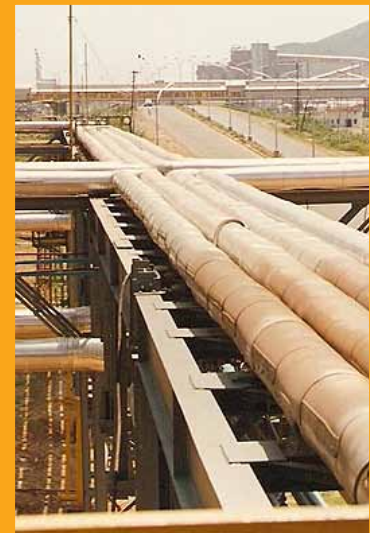
Building the water lifeline



Water is essential for the survival of not only human life but also for the industrial sector. At Raunaq, we provide support to this industrial lifeline with our cross country water pipeline project execution capabilities. Our efficient system engineering stands as a testimonial to the assured quality we deliver.

With our expertise, commitment and great team work we have accomplished an 80 KM cross country water pipeline project for Hindustan Zinc Ltd. in the record time span of only 15 months last year which remains a milestone achieved by us. In addition, we have handled a significant number of other turnkey water pipeline projects for many renowned companies over the years. Some of which are:

- ▶ Erection of 16 kms long make-up water pipeline for Rolls Royce Industrial Power Ltd.
- ▶ Water Piping System at Raigarh plant for Jindal Steel & Power Ltd.
- ▶ Execution of water pipeline at Kayamkulam with 8 kms of 550 mm dia pipeline for NTPC.
- ▶ Construction of Ash water recirculation package for Vindhyachal for NTPC.



80kms

Cross country water pipeline project for HZL

16kms

Water pipeline for Rolls Royce Industrial Power Ltd.

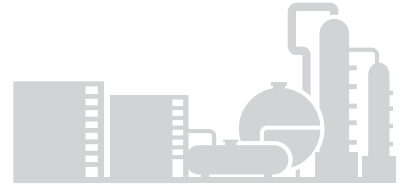


Building the Oil & Gas lifeline

The transit of fuels and chemicals within the plant as well as to the plant in a safer manner with minimal wastage is very essential for any industry. Cognizant of this fact, we at Raunaq provide best in class engineering solutions for building the pipeline network as well as the storage facility.

We have executed a good number of oil pipeline projects over the years which also includes unloading and storage of hydrocarbons. Some of the key pipeline and storage/unloading projects executed are:

- ▶ The cross country 10 Kms crude line project for CPCL-Nagapattinam for Afcons Infrastructure Ltd.
- ▶ Turnkey installation of Product and Utility Piping works for modernization of Marine Oil Terminal for Mumbai Port Trust.
- ▶ Station Piping & Instrumentation works for Line Balancing tanks & MDAJ pipeline Hookup for Indian Oil Corporation Ltd.
- ▶ Fuel oil Unloading/ Storage and Handling system for NTPC.
- ▶ Erection of Fuel oil Handling storage and handling system for Maharashtra State Electricity Board are the notable projects under Storage and unloading of oil.



10 kms

Crude line project for CPCL-
Megapattanam for Afcons
Infrastructure Ltd.

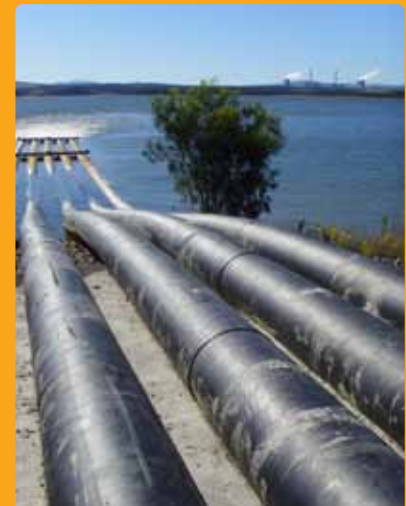


Building the effluent disposal line

Disposal of wastes is a very sensitive issue for the Industries and also it is a foremost duty of every Industry to keep a check of the industrial waste getting disposed. The government has significantly enhanced its impetus on proper disposal of industry effluents.

At Raunaq, we understand the gravity of safe disposal of effluents and have built capabilities to help various industries with zero effluent leakage. We are executing the ash and effluent disposal pipeline projects diligently over the years. Some of the noteworthy turnkey projects completed successfully are:

- ▶ 9 kms cross country Effluent Disposal pipeline for Gas Authority of India Ltd.
- ▶ Erected 64 kms Ash and Sludge disposal pipelines for Maharashtra State Electricity Board.
- ▶ Erection of Red Mud Disposal Pipeline for National Aluminium Company Ltd. in Orissa.



9kms

Cross country effluent Disposal pipeline for Gas Authority of India Ltd.

65kms

Ash and Sludge disposal pipelines for Maharashtra State Electricity Board



Board of Directors



Mr. Surinder P. Kanwar
Chairman & Managing Director



Mr. Sachit Kanwar
Joint Managing Director



Dr. Sanjeev Kumar
Non Executive Independent Director



Mr. N. V. Srinivasan
Non Executive Director



Mr. V.K. Pargal
Non Executive Independent Director



Mr. P. K. Mittal
Non Executive Independent Director



Mr. Gautam Mukherjee
Non Executive Independent Director



Mr. Satya Prakash Mangal
Non Executive Independent Director



Ms. S. Venkataraman
Non Executive Independent Director
(w.e.f. 28th March, 2015)



Senior Management



Standing from left to right :

Mr. A. D. Jain
Vice President (Construction)

Mr. Shalesh Kumar
Chief Financial Officer

Mr. Ashwani Chaswal
Vice President (Sales & Marketing)

Sitting from left to right :

Mr. Sachit Kanwar
Joint Managing Director

Mr. Rajan Malhotra
Chief Executive Officer



Company Information

BOARD OF DIRECTORS

Mr. Surinder P. Kanwar
Chairman & Managing Director

Mr. Sachit Kanwar
Joint Managing Director

Mr. V.K. Pargal

Dr. Sanjeev Kumar

Mr. P.K. Mittal

Mr. Gautam Mukherjee

Mr. Satya Prakash Mangal

Mr. N.V. Srinivasan

Ms. Seethalakshmi Venkataraman (w.e.f.28th March, 2015)

AUDIT COMMITTEE

Dr. Sanjeev Kumar

Mr. P.K. Mittal

Mr. V.K. Pargal

Mr. Satya Prakash Mangal

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mr. P.K. Mittal

Mr. Surinder P. Kanwar

Mr. Sachit Kanwar

NOMINATION & REMUNERATION COMMITTEE

Dr. Sanjeev Kumar

Mr. Surinder P. Kanwar

Mr. P.K. Mittal

Mr. Gautam Mukherjee

FINANCE COMMITTEE

Mr. P.K. Mittal

Mr. Surinder P. Kanwar

Mr. Sachit Kanwar

Dr. Sanjeev Kumar

SHARE ISSUE COMMITTEE

Dr. Sanjeev Kumar

Mr. Surinder P. Kanwar

Mr. Sachit Kanwar

Mr. P.K. Mittal

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Surinder P. Kanwar

Mr. Sachit Kanwar

Mr. P. K. Mittal

Mr. Satya Prakash Mangal

SENIOR MANAGEMENT

Mr. Rajan Malhotra (CEO)

Mr. A.D. Jain

Mr. Ashwani Chaswal

Mr. Shalesh Kumar

AUDITORS

M/s V. P. Jain & Associates

COMPANY SECRETARY

Mr. Kaushal Narula

BANKERS

State Bank of India

ICICI Bank Ltd.

Kotak Mahindra Bank Ltd. (Earlier ING Vysya Bank)

IndusInd Bank Ltd.

REGISTRAR & TRANSFER AGENT

Link Intime India Private Limited

44, Community Centre,

2nd Floor, Naraina Industrial Area,

Phase-I, Near PVR Naraina,

New Delhi- 110 028

REGISTERED OFFICE

20 K.M., Mathura Road,

P. O. Amar Nagar,

Faridabad - 121 003 (Haryana)

OTHER OFFICES

- ▶ 1009, Surya Kiran Building, 19, Kasturba Gandhi Marg, New Delhi- 110 001
- ▶ 14th Floor, Hoechst House, Nariman Point, Mumbai-400 021
- ▶ Mukherjee House, 17, Brabourne Road, Kolkata-700 001

CSR Initiatives

Raunaq International Limited ('RIL' or 'the Company') is a focused Engineering Procurement and Construction (EPC) company that undertakes medium size projects for the core infrastructure and industrial sectors in India, ranging from Power, Chemicals, Hydro-carbon, Metal and Automobiles. Most of the Company's work has been focused on piping projects – Cross Country Piping, Power Station Piping, and Hydrocarbon and Industrial Utility Piping. In addition, it also undertakes small scale multi-disciplinary EPC Projects and Civil Projects.

The Board of Directors of the Company, in its meeting held on 31st July, 2014 approved the Corporate Social Responsibility (CSR) policy as recommended by the CSR Committee in terms of provisions of Section 135 of the Companies Act, 2013. The said policy is available on the website of the Company i.e. [www.raunaqinternational.com](http://raunaqinternational.com/pdf/corporate-social-responsibility-policy.pdf) under the link: <http://raunaqinternational.com/pdf/corporate-social-responsibility-policy.pdf>

The broader activities proposed to be undertaken by the Company incorporated under the CSR policy in line with the activities prescribed under the Schedule VII of the Companies Act, 2013 includes:

- ▶ Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water.
- ▶ Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
- ▶ Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
- ▶ Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water.
- ▶ Protection of national heritage, art and culture including restoration of building and sites of historical importance and works of art and setting up of public libraries.

- ▶ Measures for the benefit of armed forces veterans, war widows and their dependents.
- ▶ Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports.
- ▶ Rural Development projects.

During the past decades, the Company has voluntarily contributed to the lives of its associates, stakeholders in many different ways, which forms an integral part of the activities as enumerated in the CSR policy of the Company which has been adopted after the enactment of the Companies Act, 2013. We have also contributed to society especially the needy persons in our special ways and through various NGOs.

Caring Autism

Autism is complex lifelong neurological disability affecting a person's communicative and imaginative skills and ability to relate to people. Symptoms range from a mild learning and social disability to a severe impairment. A number of autistic children do not ever develop speech while others do but rarely use language to communicate. There are nearly 2 million autistic persons in India and the diagnosis of autism is now growing at a steep rate.

Action for Autism (AFA) is the largest non-profit non-government organization providing support and services to persons with autism and their families.

RIL has been an active corporate contributor to the cause supported by AFA.

Employee welfare

The Company provides med claim policy to its employees and also provides other assistance on any mis-happening with any employee, in deserving cases. Company does also provide valuable gifts to the employees on occasions of self marriage and on daughter's marriage and also celebrates their birthdays which create a feeling of self belonging to the Company in the minds of the employees for the Company. In order to build team spirit among employees, various cultural programmes and sports tournaments are also organized at short intervals and on festive occasions.



Operational Highlights

- ▶ Initiated project for National Thermal Power Corporation Ltd. at Jhajjar. The project consist of establishing a comprehensive and integrated Seepage Water Recirculation system package.
- ▶ Completed the execution of 80 kms cross country pipeline for Hindustan Zinc Ltd. in the span of only 15 months.
- ▶ Erected Water pumping and Piping system for Cement Plant at Gulbarga, Karnataka for Orient Cement Ltd.
- ▶ FOH & LP Piping System for Koradi Thermal power Project for Lanco Infra Ltd. which is near completion.



Our Clients



Projects Highlights

4x250_{mw}

Station Piping & Fuel Handling System for Nabibagar Thermal Power Project

3x660_{mw}

FOH & LP PIPING System for Koradi Thermal Power Project

3x660_{mw}

Erection of LCW and raw water System Package for Lalitpur Super Thermal Power Project at Lalitpur (U.P.)

2x800_{mw}

Station Piping Package for Gadarwara Super Thermal Power Project

3x150_{mw}

EPC LP Piping package - 1 for Haldia Thermal Power Plant

2x500_{mw}

NTPC Sipat Super Thermal Power Plant

IOCL

MDAJ Pipeline Hookup at Karnal

GAIL

9 Kms 550 NB Cross Country Effluent Disposal Pipeline

2x500_{mw}

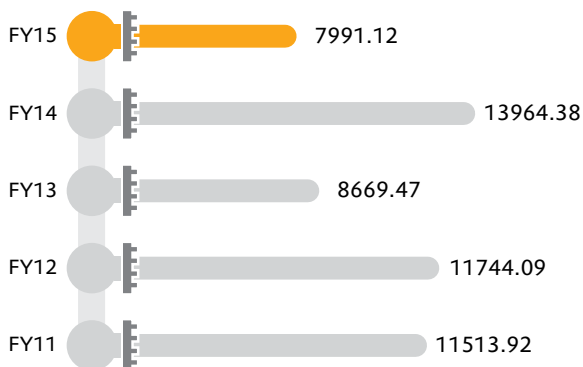
Chandarpur Thermal Power Station

Financial Highlights



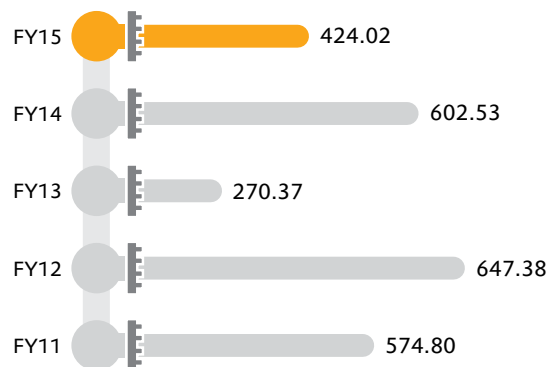
REVENUE FROM OPERATIONS

₹ in lacs



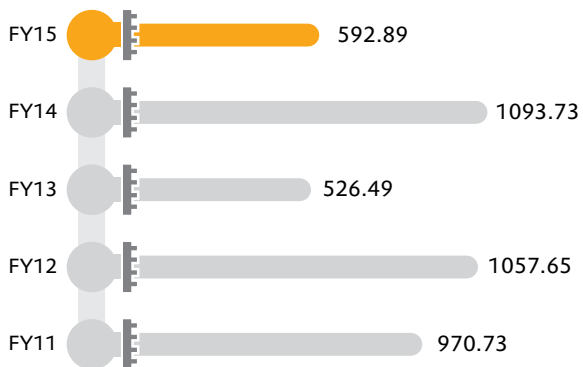
PROFIT AFTER TAX

₹ in lacs



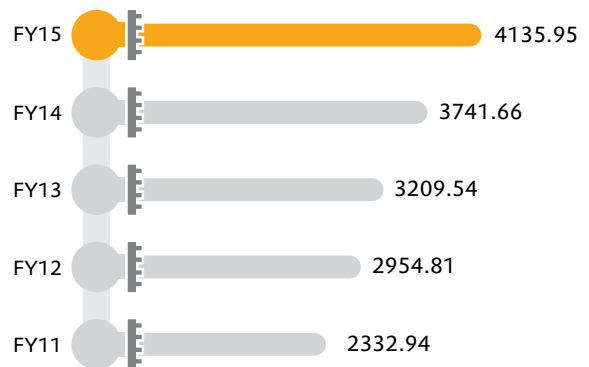
EBITDA

₹ in lacs



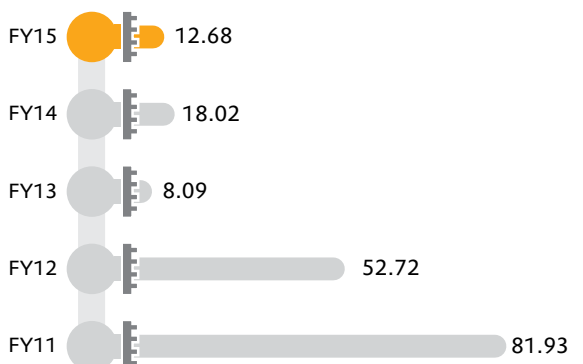
NET WORTH

₹ in lacs



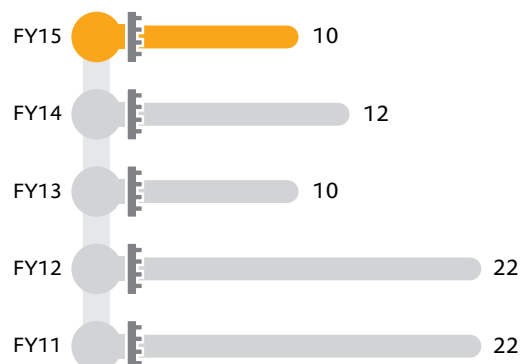
EARNING PER SHARE

in ₹

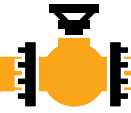


DIVIDEND

in %



Chairman's Letter



Going forward your Company would continue to remain focused in the system engineering for the pipeline and storage business where the major focus industries will be Power, Oil & Gas, petrochemicals and other industrial sector.





Dear Shareholders,

The year FY15 that started with a subdued macroeconomic scenario, but high on optimism has shown very initial signs of revival during the end of the year. It would be fair to say that we are still not out of the tunnel but yes, we can now see the light at the end of the tunnel. The year started with a high and sticky inflation at near 6.0% but with the global slump in commodity prices and stern efforts by the Reserve Bank has cooled down significantly in the last quarter of FY15. The Index of Industrial production which was negative in FY14 has marginally revived. The repo rate which stood at 8.0% for the entire calendar year 2014 was reduced by 50bps in Q4 FY15. But banks majorly PSUs already suffering with high delinquencies continues to be reluctant to pass on the entire benefit to the customers. The year has been the first year of the new government taking on the reigns of the nation which is suffering with policy level issues and stalled growth for over the few years now.

Due to the sluggish economic scenario for the last three years your Company was not able to garner adequate orders during FY14 which had its repercussions on the current year's performance. Also your Company remained highly focused towards taking orders that provide good margins and projects awardees paying capabilities. During FY15, the standalone revenue of the Company stood at ₹ 8140.37 lacs against ₹ 14,110.90 lacs in the previous year. The PAT stood at ₹ 424.02 lacs as against ₹ 602.53 Lacs in the last fiscal. The consolidated income of the Company in FY15 stood at ₹ 9947.07 Lacs against ₹ 15,279.25 Lacs in the previous year. The Profit After Tax (PAT) was ₹ 212.67 Lacs against ₹ 326.63 Lacs in the last fiscal. RIL during the year FY15 has been very conservative in selecting projects as timely receivables was the key focus. However, the Company has booked orders worth Rs. 81 crore in FY15.

Recently, the Company has awarded with its first contract with Delhi Metro Rail Corporation Limited for water supply arrangement for underground construction of Line no 8 (From Janak Puri West to Kalindi Kunj Depot) for Phase iii project of DMRC in New Delhi valuing ₹ 25.67 crore. This contract will open new avenues for the Company with DMRC for its ongoing and future projects.

Your Company's subsidiary Xlerate Driveline India Limited (XDIL) has successfully made inroads in the aftermarket segment and is geared up to enter the OEM segment as well. The OEM segment has shown their rising interest in XDIL's operations. Making your subsidiary company a quality trademark company too, is the ambition with which we are moving forward.

Going forward your Company would continue to remain focused in the system engineering for the pipeline and storage business where the major focus industries will be Power, Oil & Gas, petrochemicals and other industrial sector. Also we have started our ground work in terms of exploring global opportunities and are currently analyzing the African market which holds great opportunity.

I would like to take this opportunity to thank all our stakeholders for believing in our growth story and rendering their continuous support to the Company. I would also like to specially thank all the employees of the Company for the immense dedication and teamwork amid the prevailing challenging business environment.

Best Regards,

A handwritten signature in black ink, appearing to read 'Surinder P. Kanwar'.

Surinder P. Kanwar

Chairman & Managing Director

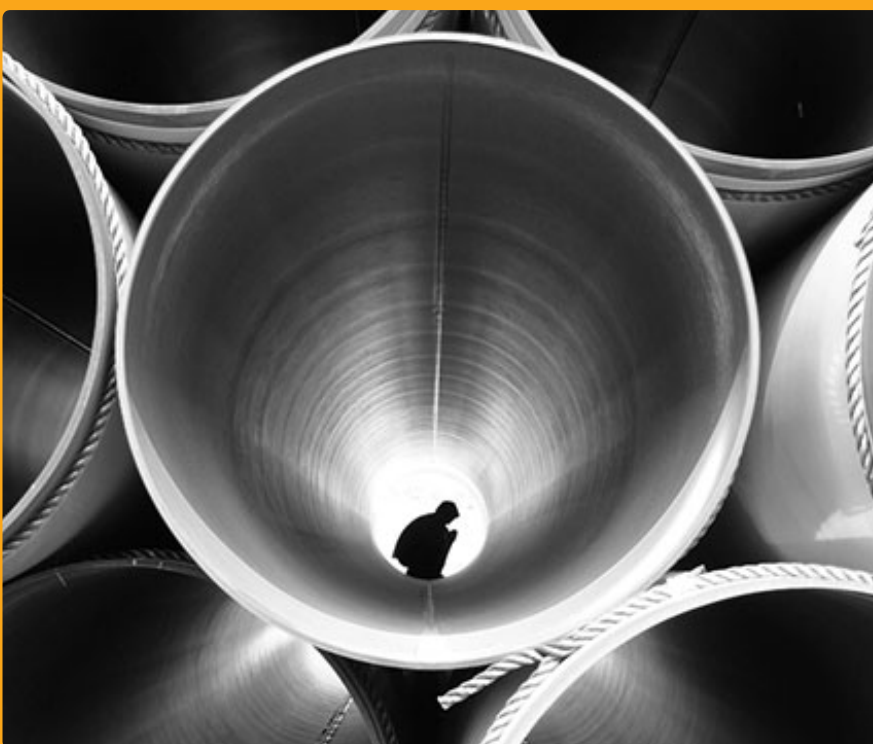
About Raunaq International

Raunaq International Limited is part of the esteemed 'Surinder P Kanwar Group'. We are one of the leading infrastructure firms in the country thriving to create world class infrastructure since past few decades. We are successfully serving the large business houses with the execution of our turnkey engineering and construction expertise over the years.

The Projects of core infrastructural and Industrial sectors in India which are Power, Chemical, Hydrocarbons, metal and Automobile sectors are proficiently handled by our competent team. Our large area of focus is the piping project which includes cross country piping, power station piping and hydrocarbon and industry utility piping.

Our dedicated manpower is the backbone of the organization. We own the efficient in-house engineering for the flawless execution of the projects and keeping a constantly good record of meeting the deadline in every diverse situation. Our pipeline system maintains the supreme quality for a very long run of the fluid transportation cycle.

The company through its wholly owned subsidiary company, Xlerate Driveline India Ltd. (XDIL), during FY 2012-13 entered into auto component sector for manufacturing automotive clutches for commercial vehicles.





Operational Fields

- ▶ Industrial Piping System
- ▶ Cross Country Pipeline & Piping Systems
- ▶ Storage Tanks and Oil handling systems
- ▶ Ash Water Recirculation Systems
- ▶ Compressed Air Systems
- ▶ Fire Water Systems
- ▶ Site Fabrication and Equipment Erection Works

Key Differentiator

- ▶ Niche segment of mechanical works related to industrial plants, power plants and hydro carbon sectors.
- ▶ We exude strong engineering strength where we are considered a complete system engineering solutions provider for pipeline projects and storage projects.



Management Discussion and Analysis



Fuel Oil Storage Tank at Parli STPP Maharashtra

Introduction

Raunaq International Limited is one of the leading pipeline and storage infrastructure solution providers in India with strong execution track record of over three decades. Raunaq International Limited is the group company of the 'Surinder P. Kanwar Group' having established group companies like Bharat Gears Limited (BGL) and Xlerate Driveline India Limited (XDIL). Backed by a competent team, the Company is proficient to execute projects for core infrastructural and Industrial sectors in India such as Power, Chemical, Hydrocarbons, metal and Automobile sectors. Most of the Company's work has been focused on providing engineering solutions for piping projects – Cross Country Piping, Power Station Piping, and Hydrocarbon and Industrial Utility Piping. In addition, it also undertakes small scale multi-disciplinary EPC Projects and Civil Projects.

Economic Overview

The global economy in the year 2014-15 has moderately revived, however the revival is very sluggish and fragile. The developed economies are gradually reviving where US is showing good signs of growth. The Euro region is showing initial signs of revival but the lingering geo-political tension and a possible default risk from Greece is a key negative. The growth in the emerging and developing economies in the year 2014 has been dragged by the slowdown in growth of the two major economies China and Brazil. However, IMF has projected that the world economy would move steadily on its growth trajectory and is expected to grow at 3.5% in 2015.

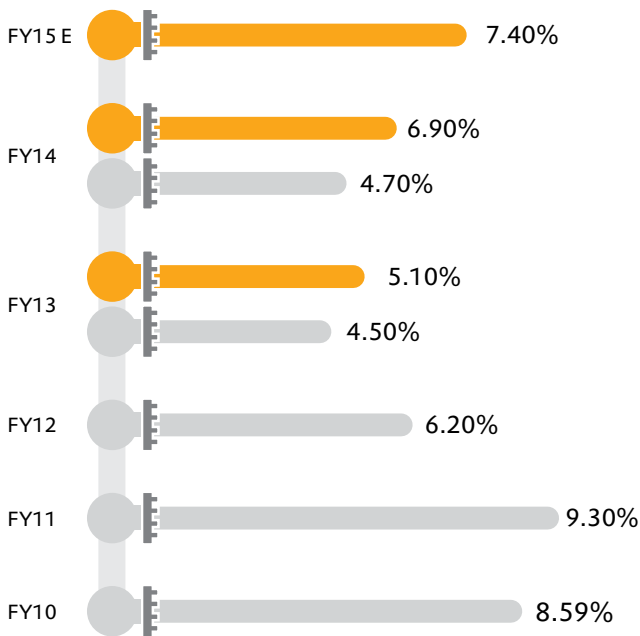
The Indian economy continued to gradually move along its growth trajectory and the key macroeconomic indicators have further improved, indicating a steady recovery. As per Central Statistical Office's estimates India's GDP growth would have been 7.4% in FY16 on the revised base 2011-12. The industrial activities for the year have also improved with IIP growth of 2.8% in

FY15 from -0.1% in FY14. Inflation in the year has gone down significantly with CPI at 5.7% in March, 2015 from 8.6% in April, 2014.

With inflation well under control RBI reduced the repo rate by 50 bps in two tranches, a 25 bps cut in January, 2015 and a 25 bps cut in March, 2015. This would help to some extent the debt ridden infrastructure sector which is one of the largest affected sectors due to the prevailing slowdown. The government has started to take steps for the revival of the beleaguered infrastructure sector but activities on ground continue to be sluggish. However the government's efforts to increase FDI in India and enhance the ease of doing business would prop up the revival in the sector.

India's GDP Growth

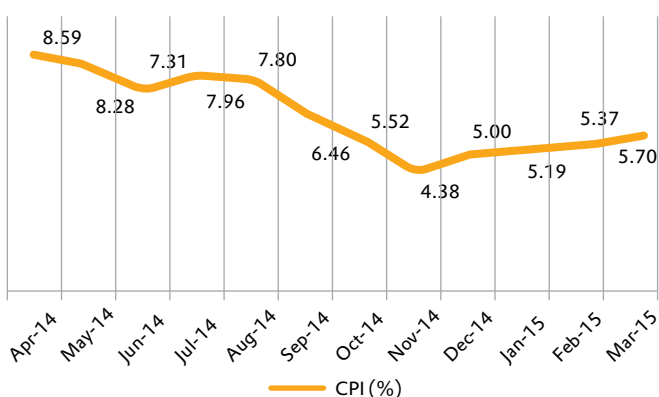
(in %)



○ GDP Growth (Base 2004-05) ○ GDP Growth (Base 2011-12)

CPI

(in %)



Source : Ministry of Statistics and Programme Implementation

India's Infrastructure Sector

The Planning Commission of India (now Niti Ayog) estimates total infrastructure spending to be about of 10 per cent of GDP and targets to achieve 47 per cent of total infrastructure investments through private funding during the 12th Five-Year plan. The infrastructural sector went through many obstacles in the FY 2014-15. The growth path has been majorly obstructed by the environmental clearance issue which played a major hurdle for the larger industries in their functions. Land acquisition also acted as a key hindrance leading to stalled projects. The industry also faced a severe issue of deferred payment leading to increase in working capital requirement further aggravating the issues. This has led the infrastructure sector in a very dire state in India with many companies opting for loan restructuring.

In the last year's budget the government set up ₹500 crores to provide support to mainstreaming PPPs. The government has also announced five mega power projects in the recent budget. The Project Monitoring Group is now taken under direct control of the PMO to push for faster execution of 225 big ticket projects stuck in clearances, amounting to a total of ₹13 lakh crores.

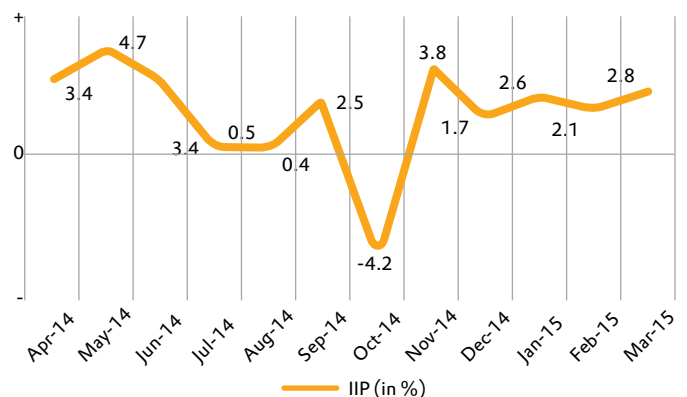
The steady revival in the economic growth and the increased government focus with regular monitoring of the project's progress on a real-time basis are expected to build foundation for the revival of growth in India's infrastructure sector over the coming quarters.

India's Power Sector and Opportunities

The total installed power generation capacity in India is 2,67,637 MW where the PSU sector holds 63% share. Thermal power (Coal, Gas & Oil) holds the largest share of 70.6% followed by Hydro power which is 15.4%. India had targeted a capacity addition of 78,577 MW in the 11th Five year plan but achieved 52,000 MW. Hence India continues to be a power deficit nation. However the peak power deficit has improved from close to

IIP

(in %)



Source: Ministry of Statistics and Programme Implementation

6.0% two years back to 3.3% in January, 2015. In the 12th five year plan India has targeted addition of 88,000 MW by 2017 which would further reduce the deficit.

Power generation despite a number of structural issues such as beleaguered gas based power plants and non-availability of coal continue to grow at a steady rate. Backed by strong performance by the thermal power sector the total power generation in India in FY16 is estimated to grow at 8.5%.

The Indian Government is strongly focusing on the power sector to promote industrial growth. The Government of India has identified the power sector as a key sector of focus to promote sustained industrial growth. The Indian Government is focusing on 'Power for All' campaign which is accelerating the power capacity in the country. The Government has announced a huge renewable power production target of 1,75,000 MW by 2022. The Indian power sector has an investment potential of ₹15 trillion (US\$ 237.35 billion) in the next 4-5 years, providing immense opportunities in power generation, distribution, transmission and equipment. These initiatives are estimated to boost the industrial sector as well as increase demand for infrastructural development.

RIL's Business Performance

The Company during the year successfully completed a challenging project of 80 km raw water cross country piping project at Udaipur for Hindustan Zinc Limited in record time of 15 months.

During the course of the FY 2014-15, the Company has successfully bid and won large value projects such as Station Piping & Fuel Handling System for Gadawara Thermal Power Project, for National Thermal Power Corporation Ltd. The project is under execution and expected to be completed by the end of year 2017. The Company is executing two more projects for National Thermal Power Corporation Ltd., which are time bound projects which include Station Piping package for Nabinagar Super Thermal Power Project and Comprehensive & Integrated Seepage Water Recirculation System Package for Indira Gandhi Super Thermal Power Project. This seepage water project is the first of a kind project which the company will be executing this year and it is another challenging task for the company.

The company is also working for two individual projects for Bajaj Infra Development Corporation Ltd. The first project contains the erection of Raw Water System package for Lalitpur Super Thermal Power Project at Lalitpur (UP). The second project exceeds the first in terms of value and pertains to the establishment of CW Piping Package for Lalitpur Super Thermal Power Project.

The Company is also executing LP Piping Package for Lanco Infra Ltd. and Indian Power Corporation Ltd.

The company entered into the FY 2014-15 with the order book of around ₹134 crore and the order book for FY 2015-16 is ₹135 Crores.

Xlerate Driveline India Limited (XDIL) Performance

XDIL is the subsidiary of Raunaq International Limited set up in the FY 2012-13 for the purpose of clutch manufacturing for commercial vehicles. FY 2015 was the second year of operation

for XDIL. The manufacturing facility of XDIL is located in the National Capital Region having state-of-the-art-machinery and well built infrastructure comprising high quality equipment, testing facilities and laboratories.

During the financial year 2014-15, the sales and other income of XDIL was ₹1812.71 Lacs against ₹1420.97 Lacs in the previous year. The Net Loss is ₹219.93 Lacs against ₹267.31 Lacs in the last year.

Quality certification is the motto of XDIL and the quality assurance of finished goods is its trademark which gives a very positive outlook to this company in the coming time. XDIL is looking for OEM's engagement for OEMs business to achieve a better growth perspective and the OEMs have started taking interest in XDIL's operations as well. XDIL is strengthening the dealer network to enhance the after market business and export is the prime focus for the company.

Outlook

India with a more stable government at the centre is gearing up for a strong revival and further acceleration of growth. The government is focusing towards making India a manufacturing hub. However, to attract FDI in manufacturing India has to first streamline its infrastructure facility and also provide uninterrupted power. Hence the opportunity for the power and construction sector in India continuous to remain strong.

RIL during the year FY15 has been very conservative in selecting projects as timely receivables was the key focus. However, order booking has increased and the Company has booked orders worth ₹ 81 crore in FY15. With increased demand and improving cash flow in the infrastructure sector the outlook for RIL remains very positive going forward.

Risks and concerns:

RIL faces both external and internal risks while executing a project for a fairly long period of time. Each project can have different kinds of risks across their life cycles. To pursue a sustainable business model, it is imperative to strike a balance between the exposure and management of these risks. The Company's project management function is integrated with a well-defined risk management system to deal with day to day risks related to every individual project.

In today's environment, at a macro level, some of the major external risks affecting the Company are:

Market Risks

The issues of land acquisition, environmental clearances and financial difficulties for large developers have greatly affected the infrastructure market in India. These issues reduce the opportunities in the infrastructure related development. This has led to risks related to order book growth and margins of the company. Raunaq International Limited continues to try and offset this risk by diversifying its sector base and client base.

Interest Rates

Reserve Bank of India(RBI) made 25 bps cuts in the repo rate twice to target inflation but the GDP slowdown in the last couple of years in India has led to an increase in its sovereign risk ratings. It leads to very little options available with the companies like Raunaq International structure its debt, guarantees and liabilities. This gradual increase in the cost of servicing debt is a risk affecting the Company.

Inflation

Even as the RBI brings in tight monetary policies, India continues to have supply side issues that cannot cater to its growing demand. Consequently, while there has been some easing, inflation continues to be at a fairly high level. This results in increase in operating costs for the Company particularly in terms of input material and wage costs to meet this inflationary environment.

Liquidity

Faced with tough financial conditions, most customers, including Government players are unable to make payments on time which is producing huge liquidity crunch.

Internally, the company has been extending all its efforts to adopt a project delivery model that is as light as possible in terms of capital intensity with an effort to self-finance projects with efficient cash management. Special emphasis is being given to improving contract management and dealing with claims.

New Project Risks

With the completion of the second year of the operations by subsidiary XDIL the company is taking every measure to reduce the risks of execution delays and capital equipment supply issues and has put the XDIL under an experienced team who have long term exposure to the clutch industry to deal with all kinds of risks.

Fraud Risk

The Company is not able to eliminate fraud entirely, however, we try to prevent some things from happening to lessen the financial impact to the company. We have put in place and strengthen anti-fraud measures. The Company has adopted following measures to tranquillize the risk:

- Carry out fraud risk assessment including results from past reviews and audits.
- Improve controls through implementation of Internal Financial Controls and adequate Internal Controls reviewed by Internal Auditors on periodical basis.
- An effective governance structure including appropriate lines of authority and Board oversight.
- Independent check on performance and compliance.
- Segregation of duties so that no employee has control over whole process.

Legal risk

The traditional mechanisms for project risk allocation that are available in other countries, are not suitable in India due to differences in legal systems. Moreover we strive upon to develop a compliance structure which can be carefully studied and processed. The management has a team of advisors for deep study of contractual terms and access the risk associated with it and make out strategies accordingly and provide legal proactive support and contingency planning.

Information Risk

Information risk is the probability that the information circulated by company can be leaked or destroyed. This may affect the Company's ongoing and upcoming operations. The information risk mitigation process developed by our company includes:

- Establishing information risk management practices that will help to make the organisation successful.

- Regular re-evaluation of the nature and extent of the risks to which the organization is exposed, plus periodic adjustment to ensure the Company continues to steer the line between allowing risks to grow out of hand and constraining operational effectiveness.

Technology risk

The Company is engaged in providing service to the core infrastructure sector which faces the need of instituting new technology so as to gain cost advantage and timely completion of the project with the use of advanced techniques. Moreover a change in technology or an obsolete technique creates a huge risk and creates a cost burden on the projections and financials of the Company. To mitigate such risk the Company takes following measures:

- ▶ The Company is employed with latest upgraded equipments and other state of the art technology and takes adequate insurance coverage to protect its construction equipments and other Company assets.
- ▶ The Company imparts training to its workers timely in consultation with experts and professionals
- ▶ Active participation in the trade fairs and workshops for the understanding of new technological up gradations.

Country Risk

The Company is venturing to extend its services across border. Evaluating Country risks is a crucial exercise when choosing sites for international business, particularly if investment is to be undertaken. The study of Country risks is also necessary in order to develop alternative scenarios. The management is proactive in analyzing the risk associated across borders and carefully plans the terms and policies of the agreements.

Reputation Risk

Building and maintaining the reputation is essential for the organisation towards its growth and expansion. It is the most significant risk management challenge for the Company today as it is associated with Company's market value. The Company's financial stability is outcome of the good reputation the Company is holding in the market. The Company's management has ensured every step to maintain the reputation through good communication between bankers and stakeholders and strong relationship building by its work culture and corporate governance. The ethics are instilled throughout the organization via code of conduct for the board management and employees. The Company has set up a management team for evaluating events that may trigger a negative impact on the organisation.

Internal Control System and their Adequacy:

The Company maintains adequate internal control systems, which ensures proper recording of all transactions of its operations. Independent firms of chartered accountants carry out internal audit of the Company. The audit is carried out at periodic intervals to ensure that the Company's internal control systems are adequate and complied with.

Human Resources & Industrial Relations:

Industrial relations at the Head Office and all the Project Sites continued to be cordial.

Employees' headcount at the end of the year was 153.

Board's Report

(SECTION 134 OF THE COMPANIES ACT, 2013)



DM Water Storage Tanks at Adani's Tiroda Project

To The Members Raunaq International Limited

Your Directors have pleasure in presenting the 50th Annual Report of your Company together with the Audited Standalone and Consolidated Financial Statements and the Auditors Report thereon for the Year ended 31st March, 2015.

FINANCIAL RESULTS

The highlights of **Consolidated Financial Results** of your Company and its subsidiary(ies) are as follows:

Particulars	Consolidated	
	Year ended March 31, 2015	Year ended March 31, 2014
Revenue from Operations and Other Income (gross)	9947.07	15279.25
Profit before Finance Cost, Depreciation and Exceptional Items	701.99	1172.70
Finance Cost	358.57	381.85
Depreciation	115.83	123.55
Profit Before Tax & Extraordinary Items	227.59	667.30
Add : Extraordinary Item	127.37	-
Profit Before Tax	354.96	667.30
Less: Tax Expense	142.29	340.67
Profit After Tax	212.67	326.63

80kms

Cross country water pipeline project for HZL

The highlights of Financial Results of your Company as a Standalone entity are as follows:

(₹/ Lacs)		
Standalone		
Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Revenue from Operations and other income (gross)	8140.37	14110.90
Profit before Finance Cost, Depreciation and Extraordinary Items	787.43	1344.82
Finance Cost	288.57	336.67
Depreciation	67.41	90.01
Extraordinary Items	127.37	-
Profit Before Tax	558.82	918.14
Less: Tax Expense	134.80	315.61
Profit After Tax	424.02	602.53
Surplus in Statement of Profit and Loss		
Opening balance	1918.96	1586.84
Add: Profit for the year	424.02	602.53
Add : Adjustment of Carrying Amount of Fixed Asset	10.51	-
Less:		
Dividend for Earlier Year	-	20.06
Tax on distributed profits	-	3.41
Proposed Dividend- Equity	33.43	40.12
Tax on distributed profits	6.81	6.82
Transferred to General Reserve	100.00	200.00
Closing Balance	2,213.25	1,918.96

Dividend & Transfer to Reserves

The Board is pleased to recommend a dividend of ₹ 1.00 per equity share of ₹ 10/-each for the financial year 2014-2015. The total payout will be ₹ 40.24 lacs, inclusive of dividend tax and surcharge thereon. Also the Directors have proposed to transfer an amount of ₹ 100 lacs to General Reserve.

Business Operations

During the year under review, the sales and other income of the Company on Standalone basis was ₹ 8,140.37 Lacs against ₹ 14,110.90 Lacs in the previous year. The profit after tax (PAT) is ₹ 424.02 Lacs against ₹ 602.53 Lacs in the last year.

The sales and other income of the Company on Consolidated basis in the year 2014-2015 was ₹ 9947.07 Lacs against ₹ 15,279.25 Lacs in the previous year and the profit after tax (PAT) is ₹ 212.67 Lacs against ₹ 326.63 Lacs in the last year.

Future Outlook

The Company during the year successfully completed a challenging project of 80 km raw water cross country piping project at Udaipur for Hindustan Zinc Ltd. in record time of 15 months.

During the course of the FY 2014-15 the Company has successfully bid and won large value projects such as Station Piping & Fuel Handling System for Gadawara Thermal Power Project for National Thermal Power Corporation Ltd. The project is under execution and expected to complete by the end of year 2017. The Company is executing two more projects for National Thermal Power Corporation Ltd., which are time bound projects which include Station Piping Package for Nabinagar Super Thermal Power Project and Comprehensive & Integrated Seepage Water Recirculation System Package for Indira Gandhi Super Thermal Power Project. This seepage water project is the first of a kind project which company will be executing this year and it is another challenging task for the Company.

The Company is also working for two individual projects for Bajaj Infra Development Corporation Ltd. The first project contains the erection of Raw Water System Package for Lalitpur Super Thermal Power Project at Lalitpur (UP). The second project exceeds the first in terms of value and pertains to the establishment of CW Piping Package for Lalitpur Super Thermal Power Project.

The Company is also executing LP Piping Package for Lanco Infra Ltd. and Indian Power Corporation Ltd.

The Company entered into the FY 2014-15 with the order book of around ₹ 134 Crores and the order book for FY 2015-16 is ₹ 135 Crores.

Consolidated Financial Statements

As required under the Listing Agreement with the Stock Exchanges, Consolidated Financial Statements have been prepared in accordance with Accounting Standard-21 issued by the Institute of Chartered Accountants of India and have been provided in the Annual Report. These Consolidated Financial Statements provide financial information of your Company and its subsidiary as a single economic entity.

Management Discussion and Analysis

A detailed analysis of the Company's operations in terms of performance in markets, business outlook, risks and concerns forms part of the Management Discussion and Analysis, a separate section of this report.

Directors' Responsibility Statement

Pursuant to Section 134(3)(c) of the Companies Act, 2013, your Directors confirm that, -

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had 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 as at 31st March, 2015 and of the profit and loss of the Company for the period ended on that date;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (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; and
- (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.

Related Party Contracts and Arrangements

The particulars of the undergoing contracts or arrangements of the Company with related parties during the period under review referred to in Section 188(1) of the Companies Act, 2013 were in ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the related party transaction policy of the Company. The said policy as approved by the Board in terms of provisions of Clause 49 of the Listing Agreement is available on the website of the Company i.e. www.raunaqinternational.com under the link <http://www.raunaqinternational.com/pdf/related-party-transaction-policy.pdf>

The prescribed form AOC-2 of the Companies (Accounts) Rules, 2014 is enclosed as Annexure-"A" to this report.

Particulars of Loans, Guarantees or Investment

Details of Loans or guarantee given or security provided has been adequately disclosed in the financial statements in terms of provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

Directors

In accordance with the provisions of the Act and the Articles of Association of your Company, Dr. Sanjeev Kumar and Mr. Gautam Mukherjee, Directors retire by rotation at the ensuing Annual General Meeting. Therefore, in terms of Section 149 of the Companies Act, 2013, it has been proposed to appoint Dr. Sanjeev Kumar and Mr. Gautam Mukherjee as Non Executive Independent Directors for a period of 5 (Five) Years upto the conclusion of the 55th Annual General Meeting (AGM) of the Company in the Calendar year 2020 at the ensuing AGM of the Company.

The Board of Directors of the Company appointed Ms. Seethalakshmi Venkataraman as an Additional Director (Woman Director) on 28th March, 2015 till the conclusion of forthcoming Annual General Meeting.

Therefore, in terms of Section 149 of the Companies Act, 2013, it has been proposed to appoint Ms. Seethalakshmi Venkataraman as Non Executive Independent Director for a period of 5 (Five) Years upto the conclusion of the 55th Annual General Meeting (AGM) of the Company in the Calendar year 2020 at the ensuing AGM of the Company.

The Company has received notice under Section 160 of the Companies Act, 2013 from member(s) of the Company, proposing the candidature for the office of Director for the above Directors.

During the year under review, the members approved the appointment of Mr. V.K. Pargal and Mr. Satya Prakash Mangal as Independent Directors.

The brief resume of the Directors proposed to be appointed is given in the notice calling the Annual General Meeting.

Number of Meetings of the Board

During the financial year 2014-15, Five (5) Board Meetings were held on the following dates. The gap between any two meetings was not more than one hundred twenty days as mandated under the provisions of Section 173 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges:-

- ✍ 30th May, 2014;
- ✍ 31st July, 2014;
- ✍ 13th November, 2014;
- ✍ 10th February, 2015; and
- ✍ 28th March, 2015

Independent Directors

In terms of provisions of Section 149(7) of the Companies Act, 2013, all the Independent Directors of the Company have furnished a declaration to the Compliance Officer of the Company at the meeting of the Board of Directors held on 30th May, 2015 stating that they fulfill the criteria of Independent

Director as prescribed under Section 149(6) of the Companies Act, 2013 and are not being disqualified to act as an Independent Director.

In terms of Clause 49 of the Listing Agreement, the Company has adopted a familiarization programme for Independent Directors. The details of the said programme is available on the website of the Company i.e. www.raunaqinternational.com under the link <http://www.raunaqinternational.com/pdf/familiarisation-programme.pdf>.

Policy on Director's Appointment and Remuneration

In terms of provisions of Section 178 of the Companies Act, 2013 read with revised Clause 49 of the Listing Agreement, a policy relating to remuneration for the Directors, Key Managerial Personnel and other employees has been adopted by the Board of Directors of the Company in pursuance of its formulation and recommendation by the Nomination and Remuneration Committee thereby analyzing the criteria for determining qualifications, positive attributes and independence of a Director. The said policy is annexed as **Annexure-"B"** to this report and is also available on the website of the Company i.e. www.raunaqinternational.com under the link <http://www.raunaqinternational.com/pdf/nomination-and-remuneration-policy.pdf>.

Evaluation Process

The Board of Directors of the Company has established a framework for the evaluation of its own performance and that of its committees and individual Directors of the Company.

The certain parameters covering the evaluation of the Chairman, Executive Directors and Independent Directors have been fixed by the Board on the basis of which the evaluation is being carried out on annual basis in terms of provisions of the Companies Act, 2013.

Key Managerial Personnel

The Board of Directors of the Company has designated following Directors/Officials of the Company as Key Managerial Personnel (KMP) of the Company w.e.f. 30th September, 2014 in terms of provisions of Section 203 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges:

1. Mr. Surinder P. Kanwar	Chairman & Managing Director
2. Mr. Sachit Kanwar	Joint Managing Director
3. Mr. Rajan Malhotra	Chief Executive Officer
4. Mr. Shalesh Kumar	Chief Financial Officer
5. Mr. Kaushal Narula	Company Secretary

No Key Managerial Personnel (KMP) of the Company has resigned during the financial year ended 31st March, 2015.

Disclosures under Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

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 are enclosed as **Annexure-"C"** to this report.

Particulars of Employees

Information regarding employees in accordance with the provisions of Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure-"D"** to this Report.

Risk Management

The Company has in place mechanisms to inform Board Members about the risk assessment and minimization procedures and periodical review to ensure that executive management controls risk by means of a properly defined framework.

A detailed note on Risk Management is given in the Management Discussion and Analysis section forming part of this Report.

Corporate Social Responsibility

Pursuant to the approval of the Board of Directors of the Company, a Corporate Social Responsibility (CSR) Committee has been constituted in terms of provisions of Section 135 of the Companies Act, 2013. The CSR Committee of the Company has also formulated a CSR policy containing the areas wherein the Company proposes to spend the share of its profits as prescribed under Section 135 of the Companies Act, 2013 and the said policy has been approved by the Board of Directors of the Company thereby directing the CSR Committee to execute the CSR initiatives.

As per the provisions of the said Section, the amount of ₹ 16.34 lacs was required to be spent on CSR activities by the Company during the year, however, considering the performance for the year, the Company has not spent the required funds on CSR activities.

The report on CSR activities in terms of provisions of Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014 is enclosed as **Annexure-"E"** to this report.

CSR Committee

The CSR Committee comprises of Mr. Surinder P. Kanwar, Mr. Sachit Kanwar, Mr. P.K. Mittal and Mr. Satya Prakash Mangal.

Audit Committee

The Audit Committee comprises of Dr. Sanjeev Kumar, Mr. V.K. Pargal, Mr. P.K. Mittal and Mr. Satya Prakash Mangal.

Internal Complaints Committee for Prevention of Sexual Harassment

Pursuant to Section 21 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013, the Company has constituted Internal Complaints Committee where any grievance of sexual harassment at workplace can be reported.

The Company has also adopted a policy on Prevention of Sexual Harassment at workplace. The objective of the policy is to provide its women employees, a workplace, free from harassment/discrimination and every employee is treated with dignity and respect. The said policy is available on the website of the Company i.e. www.raunaqinternational.com under the link <http://www.raunaqinternational.com/pdf/policy-on-prevention-of-sexual-harassment-ril.pdf>.

Subsidiaries/Joint Ventures/Associate Companies

Your Company has a 100% wholly owned subsidiary, Xlerate Driveline India Limited (XDIL).

Xlerate Driveline India Limited (XDIL) is engaged in the manufacturing of automotive components having its Industrial Unit at Faridabad, Haryana.

As on date, the Company holds 1,18,77,038 (One Crore Eighteen Lakhs Seventy Seven Thousand Thirty Eight) Equity Shares of ₹ 10/- (Rupees Ten) each of XDIL amounting to ₹ 11,87,70,380/- (Rupees Eleven Crores Eighty Seven Lakhs Seventy Thousand Three Hundred Eighty Only) as an investment directly/through its nominees which is equivalent to 100% paid up capital of XDIL.

Deposits

During the year under review, the Company did not accept any deposits. However, the Unclaimed Final Dividend for the Financial Year 2007-08 is proposed to be transferred into the "Investor Education and Protection Fund" on 27th August, 2015 upon completion of seven years from the date of transfer of said Dividend into the unclaimed Dividend Account.

Auditors

The Statutory Auditors, M/s. V.P. Jain & Associates, Chartered Accountants (Regn No. 015260N), had been appointed as

Statutory Auditors of the Company in the 49th Annual General Meeting held on 29th August, 2014 for a period of 3 (Three) years in terms of provisions of Section 139 of the Companies Act, 2013 to hold office from the 49th AGM to the third consecutive Annual General Meeting from the 49th AGM in the Calendar year 2017 (subject to ratification by the members at every Annual General Meeting).

Therefore, the consent of members for ratification of appointment of Statutory Auditors to hold office from the ensuing Annual General Meeting of the Company till the next Annual General Meeting of the Company in calendar year 2016 is being sought in the ensuing Annual General Meeting.

Report on Financial Statements

The report of M/s V.P. Jain and Associates (ICAI Registration No. 015260N), Chartered Accountants, the Statutory Auditors of the Company on the financial statements of the Company for the year ended 31st March, 2015 is annexed to the financial statements in terms of provisions of Section 134(2) of the Companies Act, 2013. The observations of the Auditors in their report are self-explanatory and/or explained suitably in the Notes forming part of the Financial Statements. The report of the Statutory Auditors does not contain any qualification, reservation or adverse remark which needs any explanation or comment of the Board.

Secretarial Audit

The Board has appointed Mr. Ashok Tyagi, Practising Company Secretary as Secretarial Auditor for the Financial Year 2014-15 in terms of provisions of Section 204 of the Companies Act, 2013. The Secretarial Audit Report of the Company for the Financial Year ended 31st March, 2015 in the prescribed form MR-3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as **Annexure-"F"** to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark which needs any explanation or comment of the Board.

Internal Financial Controls and their Adequacy

Raunaq International has a proper and adequate system of internal financial controls which includes the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

Corporate Governance

The Company is committed to maintain the highest standards of Corporate Governance. The Report on Corporate Governance as

stipulated under Clause 49 of the Listing Agreement forms part of this Report.

The requisite Certificate of Compliance from Statutory Auditors, M/s V.P. Jain & Associates, confirming compliance with the conditions of Corporate Governance, is attached to this Report.

Vigil Mechanism

In terms of provisions of Section 177 of the Companies Act, 2013, the Company has established an effective mechanism called Vigil Mechanism (Whistle Blower Mechanism). The mechanism under the Policy has been appropriately communicated within the organisation. The purpose of this policy is to provide a framework to promote responsible whistle blowing by employees. It protects employees wishing to raise a concern about serious irregularities, unethical behaviour, actual or suspected fraud within the Company by reporting the same to the Audit Committee.

Protected disclosure can be made by the whistle blower in a closed and secured envelope or sent through e-mail to the Compliance Officer.

During the year under review, no employee was denied access to the Audit Committee.

The policy on vigil mechanism is available on the website of the Company i.e. www.raunaqinternational.com under the link <http://www.raunaqinternational.com/pdf/policy-on-vigil-mechanism.pdf>.

Reconciliation of Share Capital Audit

As per the directive of the Securities and Exchange Board of India (SEBI), M/s A.K. Jha & Associates, Practising Company Secretaries, New Delhi undertakes a Reconciliation of Share Capital Audit on a quarterly basis. The Audit is aimed at reconciliation of total shares held in CDSL, NSDL and in physical form with the admitted, issued and listed capital of the Company.

The Reconciliation of Share Capital Audit Reports as submitted by the Auditor on quarterly basis were forwarded to the BSE Limited (BSE), Mumbai and Delhi Stock Exchange Limited (DSE), New Delhi where the original shares of the Company are listed.

Listing of Shares

The Equity shares of the Company are listed on the BSE Limited (BSE), Mumbai and Delhi Stock Exchange Limited, New Delhi.

Disclosures under Section 134 of the Companies Act, 2013

Except as disclosed elsewhere in the Annual Report, there have been no material changes and commitments, which can affect the financial position of the Company between the end of financial year and the date of this report.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings & Outgo

The information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review. The particulars with respect to foreign earnings and outgo during the year under review are as follows:-

Particulars	₹/Lacs	
	2014-15	2013-14
Foreign Exchange Earned	-	-
Foreign Exchange Used	9.99	230.02

Extract of Annual Return

In terms of provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return of the Company in Form MGT-9 of the Companies (Management and Administration) Rules, 2014 is enclosed as Annexure- "G" to this report.


Court/Tribunal Orders

There were no instances of any significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

Acknowledgements

The Board of Directors gratefully acknowledge the continued co-operation, trust and support of the shareholders and would like to place on record its appreciation for the dedicated services rendered by the Employees at all levels. The Directors further express their gratitude to the Bankers, Customers and Sub-vendors and other associates for co-operation and confidence reposed by them in the Company.

For and on behalf of the Board of Directors



Place: New Delhi
Dated: May 30, 2015

Surinder P. Kanwar
Chairman & Managing Director

Annexure- “A”

Form No. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm’s length basis:

NIL

2. Details of material contracts or arrangement or transactions at arm’s length basis:

S. no.	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1.	Bharat Gears Limited (BGL), Company within the Group	Lease Agreement between the Company and BGL for a portion of the administrative block of office premises of BGL, situated at 20 K.M., Mathura Road, P.O. Amar Nagar, Faridabad area admeasuring 5,406 Sq. Ft. (Five Thousand Four Hundred Six Square Feet)	5 (Five) years w.e.f. 1 st April, 2014	<p>≈ The monthly lease rent in respect of the said premises is ₹ 70,000/- (Rupees Seventy Thousand Only) i.e. ₹ 12.95 per Square Feet</p> <p>≈ The Lease rent shall be subject to an increase of 15% after the completion of every 3 (Three) years from the commencement of lease</p>	NA	-
2.	Bharat Gears Limited (BGL), Company within the Group	Lease Agreement between the Company and BGL for using a portion of the leasehold office premises of BGL, situated at 1009, Surya Kiran Building, 19, Kasturba Gandhi Marg, New Delhi area admeasuring 25 Sq. Ft. (Twenty Five Square Feet)	2 (Two) years and 45 days w.e.f. 1 st April, 2014 till 15 th May, 2016	The monthly lease rent in respect of the said premises is ₹ 4,000/- (Rupees Four Thousand Only) i.e. ₹160/- per Square Feet	NA	-
3.	Bharat Gears Limited (BGL), Company within the Group	Lease Agreement between the Company and BGL for a portion of the office premises of BGL, situated at 14 th Floor, Hoechst House, Nariman Point, Mumbai area admeasuring 50 Sq. Ft. (Fifty Square Feet)	5 (Five) years w.e.f. 1 st April, 2014	<p>≈ The monthly lease rent in respect of the said premises shall be ₹ 10,000/- (Rupees Ten Thousand Only) i.e. ₹ 200/- per Square Feet</p> <p>≈ The Lease rent for said premises shall be subject to an increase of 15% after the completion of every 3 (Three) years from the commencement of lease</p>	NA	-

Details of material contracts or arrangement or transactions at arm's length basis(Contd.)

S. no.	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
4.	Bharat Gears Limited (BGL), Company within the Group	Lease Agreement between the Company and BGL for a portion of the leasehold office premises of BGL, situated at Mookerjee House, 17, Brabourne Road, Kolkata area admeasuring 25 Sq. Ft. (Twenty Five Square Feet)	2 (Two) years and 8 Months w.e.f. 1 st April, 2014 till 30 th November, 2016	The monthly lease rent in respect of the said premises is ₹ 1,000/- (Rupees One Thousand Only) i.e. ₹ 40/- per Square Feet	NA	-
5.	Xlerate Driveline India Limited (XDIL), (Wholly Owned Subsidiary)	Agreement for: 1. Bearing administration expenses 2. Cost against utilization of any Banking facilities such as BG/LC 3. Sale/Purchase of any Raw Material/Stores/Capital Goods	1 (One) year w.e.f 1 st April, 2014	Transaction value not exceeding ₹ 1.00 Crores	NA	-

For and on behalf of the Board of Directors



Surinder P. Kanwar
Chairman and Managing Director

Place: New Delhi
Dated: May 30, 2015

Nomination and Remuneration Policy

Annexure-“B”

Introduction:

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing agreement as amended from time to time this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

Objective and purpose of the Policy:

The objective and purpose of this policy are:

- ✍ To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- ✍ To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the Construction industry.
- ✍ To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- ✍ To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- ✍ To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. In the context of the aforesaid criteria the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 31st July, 2014.

Effective Date:

This policy shall be effective with retrospective effect from 1st April, 2014.

Constitution of the Nomination and Remuneration Committee:

The Board has changed the nomenclature of Remuneration Committee constituted on 23rd March, 2009 by renaming it as Nomination and Remuneration Committee on 7th May, 2014.

The Nomination and Remuneration Committee comprises of following Directors:

Sr. No.	Committee Members
1.	Dr. Sanjeev Kumar, Chairman (Independent Director)
2.	Mr. Surinder P. Kanwar, Member (Chairman and Managing Director)
3.	Mr. P.K. Mittal, Member (Independent Director)
4.	Mr. Gautam Mukherjee, Member (Independent Director)

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirement.

Definitions:

- ✍ Board means Board of Directors of the Company.
- ✍ Directors means Directors of the Company.
- ✍ Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- ✍ Company means Raunaq International Limited.
- ✍ Independent Director means a director referred to in Section 149(6) of the Companies Act, 2013.

Key Managerial Personnel (KMP) means:

- (i) Executive Chairman and/or Managing Director;
- (ii) Whole-Time Director;
- (iii) Chief Financial Officer;
- (iv) Company Secretary;
- (v) Such other officer as may be prescribed under the applicable statutory provisions/regulations.
- ✍ **Senior Management** means who are members of its core management team excluding Board of Directors and all members of the management one level below the Executive Director, including the functional Heads. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Applicability:

The Policy is applicable to:

- ✍ Directors (Executive and Non-Executive)
- ✍ Key Managerial Personnel
- ✍ Senior Management Personnel

General:

- ✍ This Policy is divided in three parts:
 - Part-A covers the matters to be dealt with and recommended by the Committee to the Board,
 - Part-B covers the appointment and nomination and;
 - Part-C covers remuneration and perquisites etc.
- ✍ The key features of this Company's policy shall be included in the Board's Report.

PART-A

MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Committee shall:

- ✍ Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- ✍ Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- ✍ Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

PART-B

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Whole time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement

annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term/Tenure:

1. Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

- ✍ Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

- ✍ Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

- ✍ Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART-C

POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

General:

1. The remuneration/compensation/commission etc. to the Chairman and Managing Director or Joint Managing Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/compensation/commission etc. shall be subject to the approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to the Chairman and Managing Director or Joint Managing Director, if any shall be in accordance with the percentage/slabs/conditions laid down as per the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
4. Where any insurance is taken by the Company on behalf of its Chairman and Managing Director, Joint Managing Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Managing Director, Joint Managing Director, KMP and Senior Management Personnel:

1. Fixed pay:

The Managing Director, Joint Managing Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee.

The break up of the pay scale and quantum of perquisites including employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director, Joint Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

3. Provisions for excess remuneration:

If Managing Director, Joint Managing Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration to Non- Executive/Independent Director:

1. Sitting Fees:

The Non- Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed ₹ One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Board's Diversity Policy

RIL recognises and embraces the benefits of having a diverse Board, and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions between Directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately.

All Board appointments, whenever required shall be made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective.

The Nomination and Remuneration Committee ('the Committee') shall review and assess Board composition on behalf of the Board and recommend the appointment of new Directors, whenever the need for the same arises.

In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.

In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.

Annexure-“C”

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

1. Only one director draw managerial remuneration which is minimum remuneration as per Schedule V of the Companies Act 2013. The ratio of the remuneration of such director to the median remuneration of the employees of the Company for the financial year 2014-15:

Sr. No.	Name of the Director	Ratio of Remuneration of each Director/ to median remuneration of employees
1.	Mr. Sachit Kanwar Joint Managing Director	36.35

Other directors are being paid sitting fees only, details of which are mentioned in the extract of Annual Return in the Board's Report.

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr. no.	Name of the Director/KMP	% increase in Remuneration in the Financial Year 2014-15
1.	Mr. Sachit Kanwar** Joint Managing Director	33%
2.	Mr. Rajan Malhotra Chief Executive Officer	10%
3.	Mr. Shalesh Kumar Chief Financial Officer	12%
4.	Mr. Kaushal Narula Company Secretary	12%

** The increase in the managerial remuneration is one time only, which is due to the revised minimum remuneration provided as per Schedule V to the Companies Act 2013. There shall be no increase in the managerial remuneration for the next financial year 2015-16. Hence the effect of one time increase in the managerial remuneration shall be compensated by no increase in the years to follow. For any increase to be given to the managerial remuneration over and above the minimum remuneration as per Schedule V to the Companies Act, 2013 shall be subject to the Central Government approval.

3. Percentage increase in the remuneration of the median employee is 10.42% in the Financial Year 2014-15.
4. There were 153 permanent employees on the rolls of the Company as on March 31, 2015.
5. The relationship between average increase in remuneration and Company performance: The turnover of the Company has shown a drop of 42% for the year ended March 31, 2015 as compared to year ended March 31, 2014 and operations for the year ended March 31, 2015 resulted in a profit after

tax of ₹ 4.24 Crores as compared to the profit after tax of ₹ 6.02 Crores in the previous year. Whereas average increase in the remuneration of the Company is 13.54%.

6. The comparison of the remuneration of the Key Managerial Personnel against the performance of the company:

The total remuneration of Key Managerial Personnel increased by 24% from ₹ 122.83 Lacs in 2013-14 to ₹ 152.21 Lacs in 2014-15 whereas the Company has shown a drop of 30% in profits for the year ended March 31, 2015 as compared to year ended March 31, 2014 and operations for the year ended March 31, 2015 resulted in a profit of ₹ 4.24 Crores as compared to the profit of ₹ 6.02 Crores in the previous year.

7. a) Variations in the market capitalisation of the Company: The market capitalization as on March 31, 2015 was ₹ 300.89 Lacs and ₹ 794.19 Lacs as on March 31, 2014 which shown a decrease of 62%.
- b) Price Earnings Ratio of the Company was 13.18 as at March 31, 2014 whereas at March 31, 2015 is 7.10.
- c) The Company had come out of initial public offer in 1976 an amount of ₹ 1,000/- invested would be ₹ 9,000/- as on March 31, 2015 indicating a Compounded Annual Growth Rate of 5.80%. This is excluding of any dividend accrued thereon.
8. The average percentage increase in the salaries of employees other than the managerial personnel in the last financial year 2014-15 is 11.62% and average percentage increase in the managerial remuneration is 24.00% in the financial year 2014-15. The increase in the managerial remuneration is due to the revised minimum remuneration of Mr. Sachit Kanwar, Joint Managing Director as per Schedule V of the Companies Act 2013. There shall be no increase in the remuneration of Mr. Sachit Kanwar, Joint Managing Director for the next financial year 2015-16. Hence the effect of one time increase in the managerial remuneration of Mr. Sachit Kanwar, Joint Managing Director shall be compensated by no increase in the years to follow. For any increase to be given to the remuneration of Mr. Sachit Kanwar, Joint Managing Director over and above the minimum remuneration as per Schedule V of the Companies Act, 2013 shall be subject to the Central Government approval.
9. There is no variable component of remuneration which is availed by the Directors during the financial year 2014-15.
10. 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 - Not Applicable.
11. It is affirmed that the remuneration paid is as per the Remuneration policy for Directors, Key Managerial Personnel and other Employees.

Annexure-“D”

Information Pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
Forming Part of the Board's Report for the year ended 31 March, 2015

Sl. No.	Name	Age in Years	Qualification	Designation	Date of Commencement of Employment	Years of Exp.	Remuneration (₹ in Lacs)	Particulars of Last Employment	Percentage of Shareholding in the Company
A.	Employed throughout the year ended 31 March, 2015 & were in receipt of Remuneration aggregating not less than ₹ 60,00,000/- per annum.								
1.	SACHIT KANWAR	32	B.A.(Eco.)	Joint Managing Director	23.03.2009	11	96.69	Lease Portfolio Manager - Airport Kia Toronto Ltd.	0.00
B.	Employed for the part of the year ended 31 st March, 2015 & were in receipt of Remuneration aggregating not less than ₹ 5,00,000/- per month NIL								
C.	If employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company. NIL								

NOTES :

01. Remuneration includes Salary, Allowances, Co's Contribution to Provident Fund & Superannuation Funds, and Value of other perquisites on the basis of Income Tax Act, 1961.
02. Mr. Sachit Kanwar, Joint Managing Director is a relative of Mr. Surinder P. Kanwar, Chairman & Managing Director of the Company.
03. Appointment of Mr. Sachit Kanwar is on Contractual basis.

For and on behalf of the Board of Directors



Surinder P. Kanwar
Chairman & Managing Director

Place : New Delhi
Dated : May 30, 2015

Annexure-“E”

Annual Report on CSR activities for the Financial Year 2014-15


1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs	A brief outline of the Company's CSR policy has been provided in the "CSR Initiatives" section under the Annual Report
2.	The Composition of the CSR Committee:- Mr. Surinder P. Kanwar Chairman Mr. Sachit Kanwar Member Mr. P.K. Mittal Member Mr. Satya Prakash Mangal Member	
3.	Average net profit of the company for last three financial years	₹8.17 Crore
4.	Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)	₹0.16 Crore
5.	Details of CSR spent during the financial year: (a) Total amount to be spent for the financial year (b) Amount unspent, if any (c) Manner in which the amount spent during the financial year is detailed below:	₹0.16 Crore ₹0.16 Crore

1	2	3	4	5	6	7	8
S. No	CSR project or activity identified	Sector in which the project is covered	Projects or Programmes (1) Local area or other (2) Specify the State and District where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency*
1.				NIL			
TOTAL							

*Give details of implementing agency.

6. During the Financial Year 2014-15, the Company decided not to spend on CSR activities as laid down in the CSR policy as enumerated above in purview of the financial performance during Financial Year 2014-15.

7. The CSR Committee confirms that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.



Surinder P. Kanwar
Chairman of CSR Committee



Sachit Kanwar
Joint Managing Director

Place : New Delhi

Dated : May 30, 2015

Form No. MR.3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

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

To,
The Members,
Raunaq International Limited
(L51909HR1965PLC034315)
20 K.M. Mathura Road, P.O. Box 353
P.O. Amar Nagar
Faridabad- 121003
(Haryana)

SECRETARIAL AUDIT REPORT

I have conducted the Secretarial Audit of the compliances for the financial year ended March 31, 2015 of applicable statutory provisions and the adherence to good corporate practices by Raunaq International Limited (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the statutory compliances and experiencing my opinion thereon.

Management’s Responsibility for Secretarial Compliances

The Company’s Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of all applicable laws and regulations.

Auditor’s Responsibility

My responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

I believe that audit evidence and information obtained from the Company’s management is adequate and appropriate for me to provide a basis for my opinion.

Opinion

Based on my verification of the Company’s 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 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 March 31, 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 subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- ✍ The Companies Act, 1956/the Companies Act, 2013 and Rules made under that Act;
- ✍ The Memorandum and Articles of Association of the Company;
- ✍ Contract Labour (Regulation and Abolition) Act, 1970 and Contract Labour (Regulation and Abolition) Rules;
- ✍ Equal Remuneration Act, 1976 and Equal Remuneration Rules, 1976;
- ✍ Maternity Benefit Act, 1961;
- ✍ Indian Stamp Act, 1899;
- ✍ Information Technology Act, 2000;
- ✍ Payment of Gratuity Act, 1972 and Haryana Payment of Gratuity Rules, 1972;
- ✍ Minimum Wages Act, 1948 and Punjab Minimum wages Rules, 1950;
- ✍ Employees Provident Funds and Miscellaneous Provisions Act, 1952 and Employees Provident Fund Scheme, 1952;
- ✍ Employees Deposit- Linked Insurance Scheme, 1976;
- ✍ Service Tax Rules;
- ✍ Income Tax Act and Rules, 1962;
- ✍ Employees’ State Insurance Act, 1948, Employees’ State Insurance (Central) Rules, 1950 and Employees’ State Insurance (General) Regulations, 1950;

- ✍ The Depositories Act, 1996 and the Regulations and Byelaws framed under that Act;
- ✍ The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- ✍ The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.

Based on our examination and verification of records produced to us and according to the information and explanations given to us by the Company, in our opinion, the Company has complied with the provisions of the Companies Act, 1956 as well as Companies Act, 2013, wherever applicable (the Act) and Rules made under the Act and the Memorandum and Articles of Association of the Company with regard to:

- (a) Maintenance of statutory registers and documents and making necessary entries therein;
- (b) Contracts, Common Seal, Registered Office and publication of the Name of the Company;
- (c) Filing of the requisite forms and returns with the Registrar of Companies and Central Government within the time prescribed under the Act and rules made thereunder;
- (d) Service of Documents by the Company on its Members, Auditors;
- (e) Closure of Register of Members and Share Transfer Books of the Company from August 26, 2014 to August 29, 2014;
- (f) Convening and holding of the meetings of Directors and Committees of the Directors, including passing of the Resolutions by circulation;
- (g) Convening and holding of the 49th Annual General Meeting of the Company on August 29, 2014;
- (h) Minutes of the proceedings of General Meeting, Board Meetings and Board Committees were properly recorded in loose leaf form, which are being bound in a book form at regular intervals;
- (i) Appointment and Remuneration of Auditors;
- (j) Transfers and Transmission of Shares, issue/delivery of duplicate share Certificates and dematerialisation/re-materialisation of shares;
- (k) Composition and terms of Reference of Audit Committee;
- (l) Declaration and Payment of Dividend;
- (m) Borrowings and Registration, Modification and Satisfaction of Charges, wherever applicable;
- (n) Deposit of both the employees and employers contribution relating to Provident Fund;
- (o) Form of Balance Sheet, Statement of Profit and Loss and disclosures to be made therein as per the revised Schedule VI to the Act issued by the Ministry of Corporate Affairs (MCA);
- (p) Establishing a Vigil Mechanism and providing to complainants, if any, unhindered access to the Chairman of the Audit Committee;
- (q) Constituting the Corporate Social Responsibility Committee, formulating and adopting Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company and hosting the same on the website of the Company;
- (r) Formulation and adoption of Code of Business Conduct and other mandatory policies and hosting the same on the website;
- (s) Appointment of Internal Auditor;
- (t) Appointment of the Key Managerial Personnel as per the provisions of Section 203 of the Companies Act, 2013;
- (u) Appointment of the Independent Directors as per the provisions the Section 149(4) of the Companies Act, 2013.

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with Delhi Stock Exchange and Bombay Stock Exchange.

I further report that:

- (1) 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.
- (2) 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.
- (3) Majority decision is carried as there was no dissent raised by any member of the Board.
- (4) The Directors have disclosed their interest and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities as and when required and their disclosures have been noted and recorded by the Board.
- (5) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the code of conduct for directors and Senior Management Personnel as per Clause 49 of the Listing Agreement.

- (6) The Company has not obtained any approval from the Central Government under the various provisions of the Act.
- (7) There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Companies Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against on the Company, its Directors and Officers.
- (8) The Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 1992 including the provisions with regard to disclosures and maintenance of records required under the Regulations.
- (9) The Company has complied with the provisions of the SEBI (Depositories and Participants) Regulations, 1996 including submitting of Reconciliation of Share Capital Audit Reports.
- (10) Establishing a Policy on Related Party Transactions and hosting the same on the website of the Company. All

transactions with related parties were in the ordinary course of business and arm's length basis and were placed before the Audit Committee periodically.

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

I further report that during the Audit Period:

- (1) The Company has taken approval of members by way of Special Resolution for borrowings upto Rs. 100 crore in terms of provisions of Section 180(1)(c) of the Companies Act, 2013.



Mr. Ashok Tyagi
Company Secretaries
 FCS No: 2968
 CP No: 7322

Place: New Delhi
 Dated: May 30, 2015

Annexure-“G”

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 : L51909HR1965PLC034315
- ii) Registration Date : 24th April, 1965
- iii) Name of the Company : Raunaq International Limited
- iv) Category/Sub-Category of the Company : Public Limited Company
- v) Address of the Registered office and contact details : 20 K.M. Mathura Road, P.O. Amar Nagar,
Faridabad-121003, Haryana
Ph: 0129-4288888
Fax: 0129-4288822-23
E-mail: info@bglindia.com
- vi) Whether listed company Yes/No : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Linkintime India Private Limited
A-40, Community Centre, IInd Floor, Naraina Phase-I,
Near PVR Naraina, New Delhi-110028
Ph: 011-41410592-94
Fax: 011-41410591
E-mail: delhi@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Civil Engineering	422- Construction of Utility Projects	100 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S.No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1.	Xlerate Driveline India Limited Shed No. 1 Gurukul Industrial Estate Sarai Khwaja P.O. Amar Nagar Faridabad-121003 Haryana	U35990HR1995PLC050123	Wholly Owned Subsidiary Company	100%	Section 2(87)

IV. SHAREHOLDING PATTERN: (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding:

Category of Share holders	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	2085395	19935	2105330	62.97	1866695	19935	1886630	56.43	(6.54)
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	142625	0	142625	4.27	361325	0	361325	10.81	6.54
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1):-	2228020	19935	2247955	67.24	2228020	19935	2247955	67.24	0.00
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2228020	19935	2247955	67.24	2228020	19935	2247955	67.24	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	217	217	0.01	0	217	217	0.01	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	217	217	0.01	0	217	217	0.01	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	106254	24978	131232	3.93	176847	24740	201587	6.03	2.10
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	175423	299741	475164	14.21	241657	275361	517018	15.46	1.25
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	304479	36875	341354	10.21	312060	21875	333935	9.99	(0.22)
c) Others (specify)									
i) Non-Resident Indians	104937	1874	106811	3.19	8091	0	8091	0.24	(2.95)
ii) Clearing Members	0	0	0	0.00	1064	0	1064	0.03	0.03
iii) Hindu Undivided Families	40510	0	40510	1.21	33376	0	33376	1.00	(0.21)
Sub-total (B)(2):-	731603	363468	1095071	32.75	773095	321976	1095071	32.75	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	731603	363685	1095288	32.76	773095	322193	1095288	32.76	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	2959623	383620	3343243	100.00	3001115	342128	3343243	100.00	0.00

(ii) Shareholding of Promoters:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding 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.	Late Dr. Raunaq Singh	19935	0.60	0.00	19935	0.60	0.00	0.00
2.	Mr. Surinder P. Kanwar	2085395	62.37	0.00	1866695	55.83	0.00	6.54
3.	Vibrant Finance and Investment Private Limited	116500	3.48	0.00	116500	3.48	0.00	0.00
4.	Gulab Merchandise Private Limited	26125	0.79	0.00	244825	7.33	0.00	6.54
	Total	2247955	67.24	0.00	2247955	67.24	0.00	0.00



Anti-corrosive Tape Application at HZL Udaipur

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

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1.	Late Dr. Raunaq Singh	19935	0.60	01/04/2014				
				31/03/2015	-	Nil Movement during the year	19935	0.60
2.	Mr. Surinder P. Kanwar	2085395	62.37	01/04/2014				
				18/08/2014	71000(D)	Inter Se Transfer amongst promoters	2014395	60.25
				20/08/2014	74000(D)	Inter Se Transfer amongst promoters	1940395	58.04
				03/09/2014	73700(D)	Inter Se Transfer amongst promoters	1866695	55.83
				31/03/2015			1866695	55.83
3.	Vibrant Finance and Investment Private Limited	116500	3.48	01/04/2014				
				31/03/2015	-	Nil Movement during the year	116500	3.48
4.	Gulab Merchandise Private Limited	26125	0.79	01/04/2014				
				18/08/2014	71000(I)	Inter Se Transfer amongst promoters	97125	2.91
				20/08/2014	74000(I)	Inter Se Transfer amongst promoters	171125	5.12
				03/09/2014	73700(I)	Inter Se Transfer amongst promoters	244825	7.33
				31/03/2015			244825	7.33

I = Increase, D = Decrease

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

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year		
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company	
1.	RRB Securities Ltd.	87497	2.62	01/04/2014					
					- Nil Movement during the year				
				31/03/2015			87497	2.62	
2.	Jagdish Kumar Mehra	29250	0.87	01/04/2015					
					- Nil Movement during the year				
				31/03/2015			29250	0.87	
3.	Sanjay Chandrakumar Mehra	28994	0.87	01/04/2014					
					- Nil Movement during the year				
				31/03/2015			28994	0.87	
4.	Viraj Aggarwal	37500	1.12	01/04/2014					
					30/05/2014	10000(D)	Transfer	27500	0.82
					31/03/2015			27500	0.82
5.	Jairaj Kayani	26250	0.79	01/04/2014					
					- Nil Movement during the year				
				31/03/2015			26250	0.79	
6.	Sathya S	0	0.00	01/04/2014					
					28/11/2014	17080(I)	Purchase	17080	0.51
					05/12/2014	3240(I)	Purchase	20320	0.61
					12/12/2014	991(I)	Purchase	21311	0.64
					19/12/2014	1277(I)	Purchase	22588	0.68
					31/12/2014	1485(I)	Purchase	24073	0.72
					02/01/2015	2000(I)	Purchase	26073	0.78
					31/03/2015			26073	0.78
7.	Divyanshu Aggarwal	37500	1.12	01/04/2014					
					04/07/2014	4000(D)	Transfer	33500	1.00
					11/07/2014	6000(D)	Transfer	27500	0.82
					22/08/2014	3000(D)	Transfer	24500	0.73
					29/08/2014	2000(D)	Transfer	22500	0.67
					31/03/2015			22500	0.67
8.	Narindejeet Kanwar	21875	0.65	01/04/2014					
					- Nil Movement during the year				
				31/03/2015			21875	0.65	
9.	Rajender Kumar	35000	1.05	01/04/2014					
					23/05/2014	14000(D)	Transfer	21000	0.63
					31/03/2015			21000	0.63
10.	Shefali Aggarwal	18985	0.57	01/04/2014					
					- Nil Movement during the year				
				31/03/2015			18985	0.57	

I = Increase, D = Decrease

(v) Shareholding of Directors and Key Managerial Personnel:

Sl.No.	Name	Shareholding at the beginning of the year		Date	Increase/Decrease in share-holding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
A. Directors								
1.	Mr. Surinder P. Kanwar	2085395	62.37	01/04/2014				
				18/08/2014	71000(D)	Inter Se Transfer amongst promoters	2014395	60.25
				20/08/2014	74000(D)	Inter Se Transfer amongst promoters	1940395	58.04
				03/09/2014	73700(D)	Inter Se Transfer amongst promoters	1866695	55.83
				31/03/2015			1866695	55.83
2.	Mr. Sachit Kanwar	0	0.00	01/04/2014				
						Nil Holding/movement during the year		
				31/03/2015			0	0.00
3.	Dr. Sanjeev Kumar	0	0.00	01/04/2014				
						Nil Holding/movement during the year		
				31/03/2015			0	0.00
4.	Mr. V.K. Pargal	0	0.00	01/04/2014				
						Nil Holding/movement during the year		
				31/03/2015			0	0.00
5.	Mr. P.K. Mittal	0	0.00	01/04/2014				
						Nil Holding/movement during the year		
				31/03/2015			0	0.00
6.	Mr. N.V. Srinivasan	0	0.00	01/04/2014				
						Nil Holding/movement during the year		
				31/03/2015			0	0.00
7.	Mr. Gautam Mukherjee	0	0.00	01/04/2014				
						Nil Holding/movement during the year		
				31/03/2015			0	0.00
8.	Mr. Satya Prakash Mangal	0	0.00	01/04/2014				
						Nil Holding/movement during the year		
				31/03/2015			0	0.00

(v) Shareholding of Directors and Key Managerial Personnel:...Contd.

Sl.No.	Name	Shareholding at the beginning of the year		Date	Increase/Decrease in share-holding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
9.	Ms. Seethalakshmi Venkataraman	0	0.00	01/04/2014				
						Nil Holding/movement during the year		
				31/03/2015			0	0.00
B.	Key Managerial Personnel (KMP's)							
1.	Mr. Rajan Malhotra Chief Executive Officer	0	0.00	01/04/2014				
						Nil Holding/movement during the year		
				31/03/2015			0	0.00
2.	Mr. Shalesh Kumar Chief Financial Officer	0	0.00	01/04/2014				
						Nil Holding/movement during the year		
				31/03/2015			0	0.00
3.	Mr. Kaushal Narula Company Secretary	0	0.00	01/04/2014				
						Nil Holding/movement during the year		
				31/03/2015			0	0.00

D = Decrease

V. INDEBTEDNESS:

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

	(₹ In Lacs)			
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	571.67	50.00	-	621.67
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	571.67	50.00	-	621.67
Change in Indebtedness during the financial year				
∞ Addition	65.23	-	-	65.23
∞ Reduction (Repayment)	(154.68)	(50.00)	-	(204.68)
Net Change	(89.45)	(50.00)	-	(139.45)
Indebtedness at the end of the financial year				
(i) Principal Amount	482.22	-	-	482.22
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	482.22	-	-	482.22

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (₹ In Lacs)

Sl.no.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Mr. Surinder P Kanwar Chairman and Managing Director	Mr. Sachit Kanwar Joint Managing Director	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.00	70.83	70.83
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.00	9.58	9.58
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	0.00	0.00	0.00
2.	Stock Option	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00
4.	Commission - as % of profit - others, specify	0.00	0.00	0.00
5.	Others, Cos. Contribution to PF/SA	0.00	16.28	16.28
	Total (A)	0.00	96.69	96.69
	Ceiling as per the Act*	-	101.82	101.82

*Ceiling as per Schedule V of the Companies Act, 2013

B. Remuneration to other directors: (₹ In Lacs)

Sl.No.	Particulars of Remuneration	Name of Directors						Total Amount
		Dr. Sanjeev Kumar	Mr. P.K. Mittal	Mr. V.K. Pargal	Mr. Gautam Mukherjee	Mr. Satya Prakash Mangal	Ms. Seethalakshmi Venkataraman	
1.	Independent Directors							
	Fee for attending board / committee meetings	1.52	1.68	1.18	0.45	1.29	0.00	6.12
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (1)	1.52	1.68	1.18	0.45	1.29	0.00	6.12
2.	Other Non-Executive Directors	Mr. N.V. Srinivasan						
	Fee for attending board / committee meetings	0.45	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (2)	0.45	-	-	-	-	-	0.45
	Total (B)=(1+2)	1.97	1.68	1.18	0.45	1.29	0.00	6.57
	Total Managerial Remuneration							103.26*
	Overall Ceiling as per the Act	₹1.00 Lac sitting fees to a director per meeting of the Board or Committee						

*Total Remuneration of Chairman and Managing Director, Joint Managing Director and inclusive of ₹ 6.57 lacs paid as sitting fees to other Directors.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD (₹ In Lacs)

Sl.no.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Mr. Rajan Malhotra Chief Executive Officer	Mr. Shalesh Kumar Chief Financial Officer	Mr. Kaushal Narula Company Secretary	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	36.41	9.66	4.08	50.15
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.00	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961				
2.	Stock Option	0.00	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00	0.00
4.	Commission - as % of profit - others, specify	0.00	0.00	0.00	0.00
5.	Others, Cos. Contribution to PF/SA	4.10	1.07	0.21	5.38
	Total	40.51	10.73	4.29	55.53

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

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

NIL

CORPORATE GOVERNANCE REPORT

For the Year ended March 31, 2015 (Pursuant to Clause 49 of the Listing Agreement)

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's Philosophy on Corporate Governance is to achieve Business Excellence, enhance long term values for its stakeholders, maintaining excellent relations across all levels and proper compliance with all applicable legal and regulatory requirements. We believe that Corporate Governance is a journey for constantly improving Sustainable Value creation and through the Governance mechanism in the Company, the Board alongwith its Committees undertake its fiduciary responsibilities to all its stakeholders by ensuring transparency, fairplay and independence in its decision making.

The Company not only adheres to the prescribed Governance practices as per Clause 49 of the Listing Agreement but is constantly striving to adopt emerging best practices. It is our endeavor to achieve higher standards and provide oversight and guidance to management in strategy implementation and risk management and fulfillment of stated goals and objectives. The Company's philosophy on Corporate Governance is based on the following principles:

- ✍ Accountability, Independence, effective internal surveillance, voluntary legal compliance and governing rules and procedures.
- ✍ Empowering the management and employees to showcase strength, ownership, innovation and passion to excel and lead.
- ✍ Efficient resource management to enhance enterprise value and return on investment.
- ✍ Working for the society and community.
- ✍ Be transparent and maintain a high degree of disclosure levels.
- ✍ Legal and statutory compliances in its true spirit.
- ✍ Safeguard integrity in financial reporting.

The company has established systems and procedures to ensure that its Board of Directors is well-informed and well-equipped to fulfill its overall responsibilities and to provide the management with the strategic direction needed to create long-term shareholder value.

The company recognizes communication as key element in the overall Corporate Governance framework and therefore, emphasizes on keeping abreast its stakeholders including investors, lenders, vendors and customers on continuous basis by effective and relevant communication through

Annual Reports, quarterly results, corporate announcements and reflecting the same on the Company's official website i.e. www.raunaqinternational.com.

2. BOARD OF DIRECTORS

Your Company has an optimum combination of Executive and Non-Executive Independent Directors on the Board which includes one Woman Director. As on March 31, 2015, the Board consists of Nine (9) members, the Chairman of the Board is an Executive Director and more than half of the strength of the Board consists of Non-Executive Independent Directors. All Non-Executive Independent Directors bring a wide range of expertise and experience to the Board. The Board believes that the current size of the Board is appropriate based on the Company's present requirements.

There is no nominee Director in the Company.

A. Board's definition of Independent Director

Independent Director shall mean Non-Executive Director, other than a Nominee Director of the Company:

- a. who in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a Promoter of the Company or its holding, subsidiary or associate company;
 - (ii) who is not related to Promoters or Directors in the company, its holding, subsidiary or associate company;
- c. apart from receiving Director's remuneration, has or had no material pecuniary relationship with the Company, its holding, subsidiary or associate company, or their Promoters, or Directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their Promoters, or Directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. who neither himself/herself nor any of his/her relatives:-
 - (i) holds or has held the position of a Key Managerial Personnel or is or has been employee of the

Company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the current financial year;

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of:-

(A) a firm of Auditors or Company Secretaries in practice or Cost Auditors of the Company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;

(iii) holds together with his relatives two per cent or more of the total voting power of the Company; or

(iv) is a Chief Executive or Director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the Company, any of its Promoters, Directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the Company;

(v) is a material supplier, service provider or customer or a lessor or lessee of the Company;

f. is not less than 21 years of age.

The Board of Directors of the Company vide its resolution dated 3rd February, 2012 has decided that the materiality/significance shall be ascertained on the following basis:

✍ The concept of 'materiality' is relevant from the total revenue inflow and/or outflow from and/or to a particular individual/body, directly or indirectly, during a particular financial year.

✍ The term 'material' needs to be defined in percentage. One per cent (1 per cent) or more of total turnover of the Company, as per latest audited annual financial statement.

It has been confirmed by all the Independent Directors of the Company that as on March 31, 2015, they fulfill the criteria of being Independent Director as stipulated under Clause 49 of the Listing Agreement.

The **Table-1** gives composition of the Board, Attendance record of the Directors at the Board Meetings and at the last Annual General Meeting (AGM); Number of their outside Directorships and their Memberships/Chairmanships in Board Committees

Table-1

S.No	Name of Director(s)	Category	No. of Board Meetings held/attended	Attendance at last AGM	No. of outside Directorships held ^A	No. of Memberships/Chairmanships in Board Committees ^B	
						Member	Chairman
1.	^C Mr. Surinder P. Kanwar	Chairman and Managing Director	5/5	Present	2	1	-
2.	^C Mr. Sachit Kanwar	Joint Managing Director	5/5	Present	1	1	-
3.	^D Mr. P.K. Mittal	Non-Executive Independent Director	5/5	Absent	-	1	1
4.	Dr. Sanjeev Kumar	Non-Executive Independent Director	5/5	Present	2	1	2
5.	Mr. V.K. Pargal	Non-Executive Independent Director	5/5	Present	2	3	-
6.	Mr. Gautam Mukherjee	Non-Executive Independent Director	5/3	Present	2	1	-
7.	Mr. N.V. Srinivasan	Non-Executive Director	5/4	Absent	-	-	-
8.	Mr. Satya Prakash Mangal	Non-Executive Independent Director	5/5	Absent	-	1	-
9.	Ms. Seethalakshmi Venkataraman	Additional Director	1/0 ^E	N.A.	-	-	-

[^]Excluding directorship in Private Companies, Alternate Directorship, Companies registered under Section 8 of the Companies Act, 2013 and Foreign Companies.

[^]For the purpose of considering the limit of the Committees on which a Director can serve, all Public Limited Companies, whether listed or not, are included and all other Companies including Private Companies, Foreign Companies and the companies under Section 8 of the Companies Act, 2013 are excluded. Further, it includes Membership/Chairmanship of Audit Committee and Stakeholders' Relationship Committee only. None of the Directors of your Company is a Member of more than ten (10) Committees or is the Chairman of more than five (5) committees across all Public Limited Companies in which they are Directors. The Membership/Chairmanship also includes Membership/Chairmanship in Raunaq International Limited.

None of the Independent Director of the Company holds the position of the Independent Director in more than Seven (7) listed Companies, including Independent Directorship in Raunaq International Limited and any such Director serving as a whole time Director in a listed Company is not serving as an Independent Director in more than three listed Companies including Raunaq International Limited.

[^]Mr. Surinder P. Kanwar is the father of Mr. Sachit Kanwar. Mr. Sachit Kanwar has been appointed as Joint Managing Director w.e.f. June 01, 2011 for a period of five years.

[^]Mr. P.K. Mittal is also providing consultancy service to the Company in his individual capacity. Professional fees paid to him for the year 2014-15 is ₹ 60,000/-. The Board is of the opinion that such payments in the context of overall expenditure by the Company, is not significant and does not affect his independence.

[^]Ms. Seethalakshmi Venkataraman has been appointed as an Additional Director of the Company w.e.f March 28, 2015 till the conclusion of the next Annual General Meeting.

Apart from this, no Non-Executive Director has any material pecuniary relationships/transactions vis-à-vis the Company (other than the sitting fees for attending the Board/Committee meetings).

A formal letter of appointment had been issued to the Directors appointed at the Annual General Meeting of the Company held on August 29, 2014. The terms and conditions of the said appointment are available on the website of the Company i.e. www.raunaqinternational.com.

Further, the Company has adopted a familiarisation programme for Independent Directors which is available on the website of the Company i.e. www.raunaqinternational.com under the link:

<http://www.raunaqinternational.com/pdf/familiarisation-programme.pdf>.

B. Board Meetings

During the financial year 2014-15, Five (5) Board Meetings were held on the following dates. The gap between any two meetings was not more than One Hundred and Twenty (120) days as mandated in Clause 49 of the Listing Agreement:-

- ✍ 30th May, 2014;
- ✍ 31st July, 2014;
- ✍ 13th November, 2014;
- ✍ 10th February, 2015 and
- ✍ 28th March, 2015

The Company Secretary prepares the agenda and explanatory notes, in consultation with the Chairman and Managing Director, Joint Managing Director and Chief Financial Officer and circulates the same in advance to the Directors. The Board meets atleast once every quarter inter alia to review the quarterly results. Additional meetings are held, when necessary. Presentations are made to the Board on the business operations and performance of the Company. The minutes of the proceedings of the meetings of the Board of Directors are noted and the draft minutes are circulated amongst the members of the Board for their perusal. Comments, if any received from the Directors are also incorporated in the minutes, in consultation with the Chairman and Managing Director. The Minutes are signed by Chairman of the Board at the next meeting. Senior management personnel are invited to provide additional inputs for the items being discussed by the Board of Directors as and when considered necessary.

Post Meeting Follow Up System: The Company has an effective post Board Meeting follow up procedure. Action Taken Report on the decisions taken in a meeting are placed at the immediately succeeding meeting for information of the Board.

C. Information supplied to the Board

The Board has complete access to all information with the Company. The information is provided to the Board on regular basis and the agenda papers for the meetings are circulated in advance of each meeting. The information supplied to the Board includes the following, to the extent applicable during the year as per Clause 49 of Listing Agreements.

- ✍ Annual Operating Plans and Budgets and any updates.
- ✍ Capital budgets and any updates.
- ✍ Quarterly, Half Yearly and Yearly Results of the Company.
- ✍ Minutes of the Meetings of Audit Committee and other Committees of the Board.

The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company along with the declaration made by all the respective departmental heads and by the Chairman and Managing Director regarding compliance with all applicable laws.

3. BOARD COMMITTEES

A. Audit Committee

I. Constitution and Composition

The Audit Committee comprises of the following four (4) Non-Executive and Independent Directors, who have financial/accounting acumen to specifically look into internal controls and audit procedures. All the members are financially literate and have accounting and financial management expertise. The **Table-2** gives the composition of the Audit Committee and the attendance record of members of the Committee:

Table-2

S. No.	Name of Member	Designation	No. of meetings Held/Attended
1.	Dr. Sanjeev Kumar	Chairman	5/5
2.	Mr. P.K. Mittal	Member	5/5
3.	Mr. V.K.Pargal	Member	5/5
4.	Mr. Satya Prakash Mangal	Member	5/5

In addition to the Members of the Audit Committee, the Chief Executive Officer, Chief Financial Officer, Internal Auditors and Statutory Auditors attended the meetings of the Committee as invitees. Members held discussions with Statutory Auditors during the meetings of the Committee. The Audit Committee reviewed the quarterly, half-yearly and year to date un-audited and annual audited financials of the company before submission to the Board of Directors for their consideration and approval. The Committee also reviewed the internal control systems and internal audit reports.

The Chairman of the Committee was present at the last Annual General Meeting to answer the queries of the shareholders to their satisfaction.

Mr. Kaushal Narula, Company Secretary of the Company acted as Secretary to the Audit Committee Meetings as aforesaid.

II. Audit Committee Meetings

During the year, five (5) meetings of the Audit Committee were held on the following dates:

- ✍ 30th May, 2014;
- ✍ 31st July, 2014;
- ✍ 13th November, 2014;
- ✍ 10th February, 2015 and
- ✍ 28th March, 2015

III. Powers of Audit Committee

The Audit Committee has been empowered with the adequate powers as mandated in the Clause 49 of the Listing Agreement, which includes the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

IV. Role of Audit Committee

The role of the Audit Committee includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
4. Reviewing, with the management, the annual financial statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of Sub-Section 3 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.

- d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any Related Party Transactions.
 - g. Qualifications in the Draft Audit Report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
 6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 7. Review and monitor the Auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the Company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the Company, wherever it is necessary;
 11. Evaluation of Internal Financial Controls and Risk Management Systems;
 12. Reviewing, with the management, performance of Statutory and Internal Auditors, adequacy of the Internal Control Systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 16. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee may also review such matters as may be referred to it by the Board or which may be specified as role of the Audit Committee under amendments, if any, from time to time, to the Listing Agreements, Companies Act and other Statutes.

V. Review of Information by Audit Committee

The Audit Committee reviews the following information:

1. Management Discussion and Analysis of financial condition and results of operations;
2. Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by Management;
3. Management letters/letters of internal control weaknesses issued by the Statutory Auditors;
4. Internal Audit Reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.

B. Nomination and Remuneration Committee

I. Constitution and Composition

Pursuant to the enactment of the Companies Act, 2013 and revisions in Clause 49 of the Listing Agreements mandating the constitution of Nomination and Remuneration Committee, the nomenclature of the erstwhile Remuneration Committee constituted on March 23, 2009 had been changed to Nomination and Remuneration Committee by the Board of Directors of the Company on May 07, 2014 thereby assigning the adequate roles and responsibilities in line with the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreements.

The Nomination and Remuneration Committee constitutes of following 4(Four) Directors as members. **Table-3** gives the composition of the Nomination and Remuneration Committee and the attendance record of the members of the committee.

Table-3

S.No.	Name of Member	Designation
1.	Dr. Sanjeev Kumar	Chairman
2.	Mr. Surinder P. Kanwar	Member
3.	Mr. P.K. Mittal	Member
4.	Mr. Gautam Mukherjee	Member

Dr. Sanjeev Kumar, Mr. P.K. Mittal and Mr. Gautam Mukherjee are Non-Executive Independent Directors and Mr. Surinder P. Kanwar is Chairman and Managing Director of the Company.

II. Nomination and Remuneration Committee Meetings

During the Financial Year 2014-15, 4 (Four) meetings of the Nomination and Remuneration Committee were held. **Table-4** gives the details of the date and purpose of the meetings of Nomination and Remuneration Committee: -

Table-4

Sl.No.	Date of Meeting	Purpose
1.	May 30, 2014	1. Adoption of terms of Reference (Charter) of the Nomination and Remuneration Committee laid down by the Board of Directors of the Company 2. Consideration and approval of the payment of remuneration to Mr. Sachit Kanwar, Joint Managing Director, for further period of 2 (Two) years w.e.f June 01, 2014 of his present tenure
2.	July 31, 2014	Recommendation of the remuneration policy for the Directors/Senior Management Personnel of the Company to the Board of Directors
3.	February 10, 2015	Consideration and approval of the evaluation process of Directors of the Company and recommendation of the same to the Board of Directors
4.	March 28, 2015	Noting of the performance evaluation of Independent Directors carried on by the Board of Directors and Performance evaluation by the Independent Directors in their separate meeting

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting, to answer the shareholders queries.

III. Role of Nomination and Remuneration Committee

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

Pursuant to Schedule V of the Companies Act, 2013, in case of no profits or inadequate profits, the Nomination and Remuneration Committee has been empowered to consider, approve and recommend the remuneration of Whole Time Director/Managing Director.

IV. Nomination and Remuneration Policy

In terms of requirements of Clause 49 of the Listing Agreement, the Board of Directors of the Company, in its meeting held on July 31, 2014 approved the policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management. The said policy is available on the website of the Company i.e. www.raunaqinternational.com under the link: <http://www.raunaqinternational.com/pdf/nomination-and-remuneration-policy.pdf>

The objectives and purpose of the said policy are:

- ☞ To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- ☞ To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the Construction industry.
- ☞ To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.

- ☞ To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- ☞ To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

While deciding the remuneration for Directors, Key Managerial Personnel and other employees, the Board and the Nomination and Remuneration Committee takes into consideration the performance of the Company, the current trends in the industry, the qualification of the appointee(s), positive attributes, their independence, expertise, past performance and other relevant factors. The Board/Committee regularly keeps track of the market trends in terms of compensation levels and practices in relevant industries. This information is used to review the Company's remuneration policy from time to time.

V. Policy on Board Diversity

The Nomination and Remuneration Committee formed the policy on Board Diversity to provide for having a broad experience and diversity on the Board. The said policy is a part of Nomination and Remuneration Policy.

VI. Remuneration of Directors for 2014-15

Table-5

(₹ In lacs)

Name of Members	Sitting Fees#		Salaries and Perquisites	Total
	Board Meetings	Committee Meetings@		
Dr. Sanjeev Kumar	0.56	0.96	Nil	1.52
Mr. V. K. Pargal	0.56	0.62	Nil	1.18
Mr. P.K. Mittal	0.56	1.12	Nil	1.68
Mr. Gautam Mukherjee	0.34	0.11	Nil	0.45
Mr. N.V. Srinivasan	0.45	-	Nil	0.45
Mr. Satya Prakash Mangal	0.56	0.73	Nil	1.29
Ms. Seethalakshmi Venkataraman\$	-	-	-	-
			Sub-Total (A)	6.57
EXECUTIVE DIRECTORS				
Mr. Surinder P. Kanwar Chairman and Managing Director	Nil	Nil	• Salary • Contribution to provident and other funds (*) • Monetary value of perquisites (**)	0.00 - -
Mr. Sachit Kanwar Joint Managing Director	Nil	Nil	• Salary and allowances • Contribution to provident and other funds (*) • Monetary Value of perquisites (**)	70.83 16.28 9.58
			Sub-Total (B)	96.69
			Grand Total	103.26

Inclusive of Service Tax @ 12.36%

@ Includes the amount of sitting fees paid for the separate meeting of Independent Directors.

* Excludes provision for gratuity which is determined on the basis of actuarial valuation done on an overall basis for the Company.

** Excludes provision for compensated absences which is made based on the actuarial valuation done on an overall basis for the Company.

\$ Appointed w.e.f. March 28, 2015.

Token remuneration of ₹1.00 per month.

There is no notice period or severance fee in respect of appointment of any of the above Managerial Personnel. Neither Mr. Surinder P. Kanwar nor Mr. Sachit Kanwar is entitled for any performance linked incentives and the Company does not have any Stock Option Scheme.

The Company has paid remuneration to the Non-Executive Independent by way of sitting fees at the rate of ₹ 10,000/- for attending each meeting of the Board and Audit Committee and ₹ 5,000/- for other Committees of the Board of Directors of the Company.

VI. Performance Evaluation

The Nomination and Remuneration Committee in its meeting held on February 10, 2015, laid down the criteria of evaluation process of Independent Directors of the Company. The criteria for performance evaluation covers the area relevant to their role as Independent Directors in Company.

The Board of Directors in its meeting held on March 28, 2015 evaluated the performance of Independent Directors.

During the Financial Year 2014-15, a separate meeting of the Independent Directors of the Company was held on March 28, 2015. The Independent Directors in their separate meeting:

- i. reviewed the performance of Non-Independent Directors and the Board as a whole;
- ii. reviewed the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iii. assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

C. Stakeholders' Relationship Committee

In terms of provisions of Section 178(5), 178(6) of the Companies Act, 2013 read with Clause 49 of the Listing

Agreement, the Board of Directors in its meeting held on May 30, 2014 changed the nomenclature of the erstwhile “Shareholders’/Investors’ Grievance Committee” to “Stakeholders’ Relationship Committee” with the revised terms of reference.

The Stakeholders’ Relationship Committee has been empowered to consider and resolve the grievances of shareholders of the Company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends and other miscellaneous complaints. The said Committee is also authorised to effect transfers/transmissions of Equity Shares/Debentures and other securities and also to issue Duplicate Share Certificates and other securities and matters related or incidental thereto.

The **Table-6** gives the composition of the Stakeholders’ Relationship Committee and the attendance record of Members of the Stakeholders’ Relationship Committee (erstwhile Shareholders’/Investors’ Grievance Committee):

Table-6

S. No.	Name of Member	Designation	No. of meetings Held/Attended
1.	Mr. P.K. Mittal	Chairman	1/1
2.	Mr. Surinder P. Kanwar	Member	1/1
3.	Mr. Sachit Kanwar	Member	1/1

Mr. P.K. Mittal is Non-Executive Independent Director, Mr. Surinder P. Kanwar is Chairman & Managing Director and Mr. Sachit Kanwar is Joint Managing Director of the Company.

I. Stakeholders’ Relationship Committee Meetings

During the Financial Year 2014-15, the Committee met 1(One) time on May 30, 2014 and the Committee took note of status of requests received from shareholders for Dematerialisation, Rematerialisation, Transfers and Transmissions of shares as on March 31, 2014.

II. Sub-Committee

In order to have speedy disposal of the Shareholders’/Investors’ requests for transfer and transmission, a Sub-Committee consisting of the following Directors/Officers of the Company is in place for effecting transfer/transmission/split/consolidation of shares.

The Sub-Committee has also been empowered to approve the issue of Duplicate Share Certificates representing upto

500 Equity shares of the Company in lieu of those which are reported to be lost/misplaced by the shareholders upon the execution of the requisite Indemnity and other related documents.

- Mr. Surinder P. Kanwar, Chairman and Managing Director
- Mr. Sachit Kanwar, Joint Managing Director
- Mr. Shalesh Kumar, Chief Financial Officer
- Mr. Kaushal Narula, Company Secretary

Any two of the above are authorised to consider and approve the transfer/transmission/split/consolidation of shares and to approve the issue of Duplicate Share Certificate(s) representing upto 500 Equity Shares of the Company. The Sub-Committee is attending to above said formalities at least once in a fortnight.

III. Status of Investor Complaints/Requests

No. of Complaints received during Financial Year 2014-15	Nil
--	-----

No. of Complaints resolved to the satisfaction of stakeholders during Financial Year 2014-15	Nil
--	-----

No. of Pending requests for share transfers, transmissions, dematerialisations, rematerialisations as on March 31, 2015

Particulars	No. of Requests	No. of Securities
Transfers and Transmissions	Nil	Nil
Dematerialisation and Rematerialisation	Nil	Nil

D. Corporate Social Responsibility Committee (“CSR Committee”)

I. Constitution and Composition

The Corporate Social Responsibility Committee (“CSR Committee”) of the Board of Directors of the Company had been constituted by the Board on May 30, 2014 as required under the provisions of the Companies Act, 2013.

The terms of reference of the CSR Committee are as follows:

- formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company;
- recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and

(c) monitor the Corporate Social Responsibility Policy of the Company from time to time.

The **Table-7** gives the composition of the CSR Committee and the attendance record of Members of the CSR Committee:

Table-7

S. No.	Name of Member	Designation	No. of meetings Held/Attended
1.	Mr. Surinder P. Kanwar	Chairman	2/2
2.	Mr. Sachit Kanwar	Member	2/2
3.	Mr. P.K. Mittal	Member	2/2
4.	Mr. Satya Prakash Mangal	Member	2/2

Mr. Surinder P. Kanwar is Chairman and Managing Director, Mr. Sachit Kanwar is Joint Managing Director and Mr. P.K. Mittal and Mr. Satya Prakash Mangal are the Non-Executive Independent Directors of the Company.

II. CSR Committee Meetings

During the Financial Year 2014-15, 2(Two) meetings of the CSR Committee were held. **Table-8** gives the details of the date and purpose of the meetings of CSR Committee: -

Table-8

Sl.No.	Date of Meeting	Purpose
1.	July 31, 2014	Recommendation of the Corporate Social Responsibility Policy (CSR Policy) to the Board of Directors
2.	March 28, 2015	Consideration and approval of spending on Corporate Social Responsibility (CSR) activities in terms of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Rules), 2014

E. Finance Committee

The Finance Committee of the Board of Directors of the Company is in existence which has been empowered to take care of the financing and other day to day requirements of the Company. The said Committee is authorised to borrow monies, make loans, issue shares etc. and matters related or incidental thereto.

The **Table-9** gives the composition of the Finance Committee:

Table-9

S.No.	Name of Member	Designation
1.	Mr. P.K. Mittal	Chairman
2.	Mr. Surinder P. Kanwar	Member
3.	Mr. Sachit Kanwar	Member
4.	Dr. Sanjeev Kumar	Member

Mr. P.K. Mittal and Dr. Sanjeev Kumar are the Non-Executive Independent Directors, Mr. Surinder P. Kanwar is Chairman & Managing Director and Mr. Sachit Kanwar is Joint Managing Director of the Company.

During the Financial Year 2014-15, the Committee met 2 (Two) times on October 08, 2014 and December 16, 2014 respectively and considered the matters as aforesaid in the normal course of business.

4. Subsidiary Companies

Your Company has a 100% wholly owned subsidiary Xlerate Driveline India Limited (XDIL).

In terms of Clause 49(V) of the Listing Agreement, XDIL is "material non-listed Indian subsidiary Company" of the Company in the preceding financial year 2013-14.

The Company has complied with the following requirements mandated in Clause 49(V) of the Listing Agreements.

1. Dr. Sanjeev Kumar and Mr. V.K. Pargal, Non-Executive Independent Directors of the Company are also the Non-Executive Independent Directors on the Board of Xlerate Driveline India Limited (XDIL).
2. The Audit Committee periodically reviews the financial statements, in particular, the investments made by Xlerate Driveline India Limited (XDIL).
3. The minutes of the Board Meetings of Xlerate Driveline India Limited (XDIL) are placed before the Board. The management periodically notifies to the Board of all significant transactions and arrangements entered into by the Xlerate Driveline India Limited (XDIL).
4. The Company has formulated a policy on material subsidiary(ies) in accordance with the revised Clause 49 of the Listing Agreements effective from October 01, 2014. The said policy has been posted on the website of the Company i.e. www.raunaqinternational.com/pdf/policy-on-material-subsiary.pdf.

“Significant Transaction or Arrangement” shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the material unlisted subsidiary for the immediately preceding accounting year.

5. COMPLIANCE OFFICER

Mr. Kaushal Narula, Company Secretary is the Compliance Officer of the Company.

6. DIRECTORS

During the financial year 2014-15, the members of the Company at their Annual General Meeting held on August 29, 2014 approved the appointment of Mr. V.K. Pargal and Mr. Satya Prakash Mangal as Non Executive Independent Directors in terms of Section 149 of the Companies Act, 2013 for a period of 5 (Five) Years upto the conclusion of the 54th Annual General Meeting (AGM) of the Company in the Calendar year 2019.

Re-Appointment of existing Non-Executive Rotational Directors

In accordance with the provisions of the Act and the Articles of Association of the Company, Dr. Sanjeev Kumar and Mr. Gautam Mukherjee, Directors retire by rotation at the ensuing Annual General Meeting.

Therefore, in terms of Section 149 of the Companies Act, 2013, it has been proposed to appoint Dr. Sanjeev Kumar and Mr. Gautam Mukherjee as Non Executive Independent Directors at the ensuing Annual General Meeting (AGM) of the Company for a period of 5 (Five) Years upto the conclusion of the 55th Annual General Meeting (AGM) of the Company in the Calendar year 2020.

The Board of Directors of the Company appointed Ms. Seethalakshmi Venkataraman as Additional Director (Woman Director) on March 28, 2015 till the conclusion of forthcoming Annual General Meeting.

Therefore, in terms of Section 149 of the Companies Act, 2013, it has been proposed to appoint Ms. Seethalakshmi Venkataraman as Non Executive Independent Director for a period of 5 (Five) Years upto the conclusion of the 55th Annual General Meeting (AGM) of the Company in the Calendar year 2020 at the ensuing AGM of the Company.

As required under Clause 49 of the Listing Agreements, the information or details pertaining to the Directors seeking appointment/re-appointment in the ensuing Annual General Meeting are furnished below.

The **Table-10** gives the information pertaining to the Non-Executive Independent Directors who are to be appointed in terms of the provisions of the Section 149 of Companies Act, 2013 in the forthcoming Annual General Meeting:

Table-10

S.No.	Particulars of Directors
1	<p>Dr. Sanjeev Kumar, Director</p> <p>Brief Resume: Dr. Sanjeev Kumar, aged 56 years is a Non-Executive Independent Director of the Company since May 25, 2006. He is a Post Graduate in Commerce, Ph.D., LL.B., and PGDIPRL. He is also the fellow member of Institute of Company Secretaries of India and Institute of Cost and Works Accountants of India. He has over 30 years of experience in corporate and economic laws, corporate finance, accounts, costing, budgeting, MIS, systems, corporate affairs, merchant banking, mutual funds etc. He is the Chairman of Audit Committee and Nomination and Remuneration Committee and a member of Finance Committee of the Company. As on March 31, 2015, he does not hold any Share in the Company.</p>
2	<p>Mr. Gautam Mukherjee, Director</p> <p>Brief Resume: Mr. Gautam Mukherjee, aged 58 years is a Non-Executive Director of the Company since March 23, 2009. He is a Graduate from Punjab University, Chandigarh. He has a vast experience in the field of banking as he worked with SBI, ICICI Bank & ING Vysya Bank. He also worked closely with Government of India agencies for promotion of awareness of futures trading among farmers as a tool for price discovery mechanism of food grains. He is the member of Nomination and Remuneration Committee of Raunaq International Limited. As on March 31, 2015, he does not hold any Share in the Company.</p>
3.	<p>Ms. Seethalakshmi Venkataraman, Director</p> <p>Ms. Seethalakshmi Venkataraman has been appointed as an Additional director of the Company w.e.f March 28, 2015 till the conclusion of the next Annual General Meeting.</p> <p>Brief Resume: Ms. Seethalakshmi Venkataraman, aged 72 years has done Masters in Economics from the University of Delhi. She was a research associate with All India Management Association and Faculty Research Associate in Indian Institute of Management, Ahmedabad. She has also researched on Introduction of Management Education in India (a Ford Foundation project). She has also worked as Senior Manager (HRD) with NTPC Limited for over 20 years and also worked on Non Profit Management Modules for a project for Getty Foundation, USA. She was a Member Secretary with Sanskrit Foundation, New Delhi. As on March 31, 2015, she does not hold any Share in the Company.</p>

7. GENERAL BODY MEETINGS

The last three Annual General Meetings of the Company were held as detailed below:

Annual General Meetings

Table-11

Financial Year	Venue	Date & Time	Special Resolution(s) Passed
2013-2014	HUDA Convention Centre, Sector- 12, Faridabad-121007 (Haryana)	29.08.2014 11.30 A.M.	Yes 1. Consideration and approval of the payment of remuneration to Mr. Sachit Kanwar, Joint Managing Director of the Company, for further period of 2(Two) Years w.e.f 1 st June, 2014 of his present tenure 2. Consideration and approval of increase in borrowing powers of the Company
2012-2013	HUDA Convention Centre, Sector- 12, Faridabad-121007 (Haryana)	30.07.2013 11.30 A.M.	No
2011-2012	Faridabad Industries Association, FIA House, Bata Chowk, Faridabad-121001 (Haryana)	25.07.2012 11.30 A.M.	No

Resolution No. 1: To consider and approve Alteration of Articles of Association (AOA) of the Company in terms of Section 14 of the Companies Act, 2013.

Type of Resolution: (Special)

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	2247955	2228020	99.11	2228020	0	100.00	0.00
Public Institutional holders	0	0	0.00	0	0	0.00	0.00
Public Others	1095288	7012	0.64	6817	195	97.22	2.78
Total	3343243	2235032	66.85	2234837	195	99.99	0.01

Extra-ordinary General Meetings

No Extraordinary General Meeting of the Company was held during the Financial Year ended March 31, 2015.

Postal Ballot

During the Financial Year 2014-15, the Company has obtained the approval of its members through Postal Ballot (including voting by electronic means) in accordance with the procedure prescribed in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on following resolutions:

1. Consideration and approval of the alteration of articles of association of the Company in terms of section 14 of the Companies Act, 2013
2. Creation of charge on the Movable and Immovable properties of the Company, both present and future, in respect of borrowings u/s 180(1)(a) of the Companies Act, 2013

Mr. Anant Kumar Jha, Proprietor, M/s A.K. Jha & Associates, Company Secretaries, New Delhi, was appointed as the Scrutinizer by the Board to conduct the said Postal Ballot Process in fair and transparent manner.

The results of voting, conducted through Postal Ballot (including voting by electronic means) for passing of the Special Resolution(s), had been announced by the Chairman and Managing Director on April 06, 2015 and the same is reproduced here:

Resolution No.2: Creation of charge on the movable and immovable properties of the Company, both present and future, in respect of Borrowings under Section 180(1)(a) of the Companies Act, 2013.

Type of Resolution: (Special)

Promoter/ Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	2247955	2228020	99.11	2228020	0	100.00	0.00
Public Institutional holders	0	0	0.00	0	0	0.00	0.00
Public Others	1095288	6817	0.62	6817	0	100.00	0.00
Total	3343243	2234837	66.85	2234837	0	100.00	0.00

8. DISCLOSURES

A. Related Party Transactions

During the year 2014-15, there were no:-

- Material individual transactions with related parties which are not in the normal course of business.
- Material individual transactions with related parties or others, which are not on arm's length basis.

The statements in summary form of transactions with Related Parties in the ordinary course of business are placed periodically before the Audit Committee for its consideration and approval. All disclosures related to financial and commercial transactions where Directors are interested are provided to the Board and the interested Directors do not participate in the discussion nor do they vote on such matters. The details of the Related Party Transactions during the year are given in the Notes forming part of financial statements.

Further, the Company has formulated a policy on materiality of Related Party Transactions in accordance with the Clause 49 of the Listing Agreements. The policy of the Company on dealing with Related Party Transactions effective from October 01, 2014 is available on the website of the Company i.e. www.raunaqinternational.com.

B. Disclosure of Accounting Treatment in preparation of Financial Statements

Raunaq International Limited has followed the guidelines of Accounting Standards as mandated by the Central Government in preparation of its financial statements.

C. Risk Management Framework

The Company has in place mechanisms to inform Board Members about the risk assessment and minimization procedures and periodical review to ensure that executive management controls risk by means of a properly defined framework.

A detailed note on Risk Management is given in the Management Discussion and Analysis section forming part of the Board's Report.

D. Management

Management Discussion and Analysis forms part of the Annual Report to the Shareholders for the Financial Year 2014-15.

E. Compliance by the Company

There were no instances of any non compliance by the Company nor any penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any other Statutory Authority on any matter related to the Capital Markets, during the last three years.

F. Whistle Blower Policy/ Vigil Mechanism

The Whistle Blower policy/Vigil Mechanism of the Company has been modified as per Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013 in the Board Meeting held on 30th May, 2014. The policy provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism of policy 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 has been communicated to all the personnel of the Company and is available on the website of the Company i.e. www.raunaqinternational.com.

During the year, no unethical behavior has been reported. Further, the Company has not denied any personnel access to the Audit Committee and it will provide protection to Whistle Blower, if any, from adverse personnel action.

G. CEO/CFO certification

Certificate from Mr. Surinder P. Kanwar, Chairman and Managing Director and Mr. Shalesh Kumar, Chief Financial Officer in terms of Clause 49 (IX) of the Listing Agreements with the Stock Exchanges for the Financial Year ended March 31, 2015 was placed before the Board of Directors of the Company in its meeting held on May 30, 2015.

H. Code of Conduct and Corporate Ethics

Code of Business Conduct and Ethics

Raunaq International Limited believes that Good Corporate Governance is the key to the Conduct of Company's Business in a transparent, reliable and vibrant manner. It is of paramount importance for any Company to create an atmosphere of faith, integrity, accountability, responsibility and financial stability by adhering to commitment, ethical business conduct, a high degree of transparency thereby unlocking the individual intellectual capabilities and enabling its Board of Directors to conduct its duties under a moral authority, which ultimately leads to enhance legitimate needs and value of the stake holders. A copy of this code has been posted at Company's official website i.e. www.raunaqinternational.com

Code of Conduct for Prevention of Insider Trading

The Company has a comprehensive Code of Conduct for its Management, Staff and Directors for prevention of Insider Trading in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The code lays down the guidelines and procedures to be followed and disclosures to be made while dealing with the Shares of the Company and cautioning them on the consequences of non compliances. The pieces of the price sensitive information are disseminated to the Stock Exchanges timely, adequately and promptly on continuous basis for prevention of Insider Trading. The Company Secretary has been appointed as Compliance Officer and is responsible for adherence to Code for prevention of Insider Trading. A copy of same has been posted at the official website of the Company i.e. www.raunaqinternational.com.

I. Legal Compliance Reporting

The Board of Directors reviews in detail, on a quarterly basis, the reports of compliance to all applicable laws and regulations. The Company has developed a very comprehensive Legal compliance manual, which drills down from the Senior Management Personnel to the executive-level person (who is primarily responsible for compliance) within the Company. Any non-compliance is seriously taken

up by the Board, with fixation of accountability and reporting of steps taken for rectification of non-compliance.

J. Mandatory Requirements

The Company has complied with all the mandatory requirements of Clause 49 of Listing Agreement entered into with Stock Exchanges. Details of compliances are given below:

Table-12

	Particulars	Clause of Listing Agreement	Compliance status
II.	Board of Directors	49(II)	Yes
(A)	Composition of Board	49(IIA)	Yes
(B)	Independent Directors	49(IIB)	Yes
(C)	Non-executive Directors compensation & disclosures	49(IIC)	Yes
(D)	Other provisions as to Board and Committees	49(IID)	Yes
(E)	Code of Conduct	49(IIE)	Yes
(F)	Whistle Blower Policy	49(IIF)	Yes
III.	Audit Committee	49(III)	Yes
(A)	Qualified and independent Audit Committee	49(IIIA)	Yes
(B)	Meeting of Audit Committee	49(IIIB)	Yes
(C)	Powers of Audit Committee	49(IIIC)	Yes
(D)	Role of Audit Committee	49(IIID)	Yes
(E)	Review of information by Audit Committee	49(IIIE)	Yes
IV.	Nomination and Remuneration Committee	49(IV)	Yes
V.	Subsidiary Companies	49(V)	Yes
VI.	Risk Management	49(VI)	Yes
VII.	Related Party Transaction	49(VII)	Yes
VIII.	Disclosures	49(VIII)	Yes
(A)	Related party transaction	49(VIIIA)	Yes
(B)	Disclosure of accounting treatment	49(VIIIB)	N.A.
(C)	Remuneration of Directors	49(VIIIC)	Yes
(D)	Management	49(VIIID)	Yes
(E)	Shareholders	49(VIIIE)	Yes
(F)	Proceeds from public issues, rights issue, preferential issues, etc.	49(VIIIF)	N.A.
IX.	CEO/CFO Certification	49(IX)	Yes
X.	Report on Corporate Governance	49(X)	Yes
XI.	Compliance	49(XI)	Yes

K. Non-Mandatory Requirements

The Company has set up a Finance Committee, details whereof are given in the Board Committee section of this report.

L. Means of Communication

The Quarterly, Half Yearly and Annual Financial Results during the year were published by the Company as under:

Table-13

Financial Results	Name(s) Of Newspapers	Date(s) of Publication
Quarter/ Year ended 31 st March, 2014	The Financial Express#, Jansatta (Hindi)##	31 st May, 2014
Quarter ended 30 th June, 2014	The Financial Express###, Jansatta (Hindi)##	1 st August, 2014
Quarter/Half Year ended 30 th September, 2014	Mint* Veer Arjun (Hindi)**	14 th November, 2014
Quarter ended 31 st December, 2014	Mint* Veer Arjun (Hindi)**	11 th February, 2015

The Financial Express- Delhi Edition

Jansatta (Hindi)-Delhi Edition

The Financial Express- Delhi & Mumbai Edition

* Mint- Mumbai & Delhi Edition

** Veer Arjun (Hindi)-Delhi Edition

In addition to the above, the quarterly/half yearly and the annual financial results and official releases, if any, are also displayed under the "Investors" section on the Company's official website i.e. www.raunaqinternational.com for the information of all the shareholders.

Also, the Quarterly Corporate Governance Report and Shareholding Pattern of the Company as mandated under Clause 49 and Clause 35 of the Listing Agreement respectively are filed with BSE Limited (BSE) through BSE Listing Centre.

Further, any interviews given by Company Executives/ Management during the year are also displayed on the Company's official website i.e. www.raunaqinternational.com.

M. Green Initiative:

In support of the Green Initiative undertaken by Ministry of Corporate Affairs (MCA), the Company had sent soft copies of Annual Reports for the year 2013-14 to all those shareholders whose e-mail addresses were made available to the depositories or the Registrar and Transfer Agents

(RTA). Physical copies were sent to only those shareholders whose email addresses were not available and for the bounced e-mail cases.

Besides the above, no other presentations were made to any institutional investor or to the analysts.

9. GENERAL SHAREHOLDERS INFORMATION

A. Company Registration Details

The Company is registered under the Registrar of Companies, NCT of Delhi and Haryana.

The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L51909HR1965PLC034315.

B. Annual General Meeting Details:

The forthcoming AGM of the Company shall be held at 11.30 A.M. on Thursday, July 30, 2015 at HUDA Convention Centre, Sector-12, Faridabad-121007, (Haryana).

C. Financial Year:

Financial year of the Company commences on April 01 and ends on March 31. The four Quarters of the Company end on June 30; September 30; December 31 and March 31 respectively.

D. Date of Book Closure:

July 27, 2015 to July 30, 2015 (both days inclusive).

E. Dividend Payment Date:

The dividend, if declared, will be paid on or before August 29, 2015.

E. Listing on Stock Exchanges and Stock Code:

The Shares of the Company are listed on the following Stock Exchange:

1. BSE Limited [BSE]
(Stock Code: 537840)

2. Delhi Stock Exchange Limited [DSE]

The Annual Listing Fees for the year 2015-2016 has been paid in advance to the aforesaid Stock Exchanges.

F. Market Price Data:

High and Low prices during each month of Financial Year 2014-15 on BSE Limited are as under:

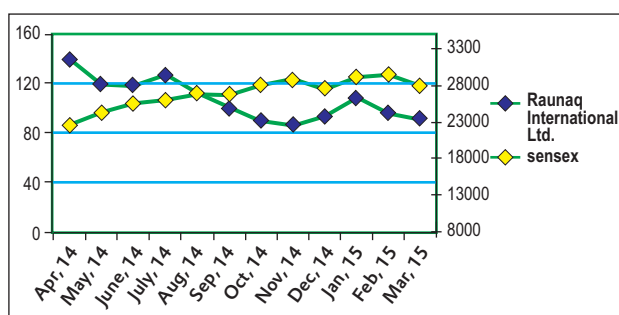
The Closing Price represents the price on the last trading day of each month of Financial Year 2014-15.

Table-14

Month	High (₹)	Low (₹)	Closing (₹)
April	225.70	104.55	139.30
May	140.95	114.50	118.75
June	129.00	103.05	117.50
July	138.50	108.10	126.50
August	129.95	105.00	112.00
September	119.80	87.40	100.00
October	109.00	72.50	88.80
November	105.00	75.00	85.40
December	109.00	72.40	93.45
January	121.50	90.00	108.30
February	125.00	78.00	95.60
March	106.90	73.40	90.00

The graphical presentation of movement of closing prices of the Company on BSE during the year is as under:

RAUNAQ INTERNATIONAL LIMITED PRICES VERSUS SENSITIVITY AT BSE



G. Registrar and Transfer Agent:

Link Intime India Private Limited (Formerly known as Intime Spectrum Registry Limited) is the Registrar and Transfer agent for handling both the share registry work relating to shares held in physical and electronic form at single point. The Share Transfers were duly registered and returned in the normal course within stipulated period, if the documents were clear in all respects.

The Shareholders are therefore advised to send all their correspondences directly to the Registrar and Transfer Agent of the Company at the below mentioned address:

LinkIntime India Private Limited
 44 Community Centre, 2nd Floor
 Naraina Industrial Area, Phase- 1
 Near Pvr Naraina
 New Delhi 110028
 Phone Nos: 011-41410592-94
 Fax No. : 011-41410591
 E-mail: delhi@linkintime.co.in

However, for the convenience of Shareholders, correspondences relating to Shares received by the Company are forwarded to the Registrar and Transfer Agent for action thereon.

H. Share Transfer System:

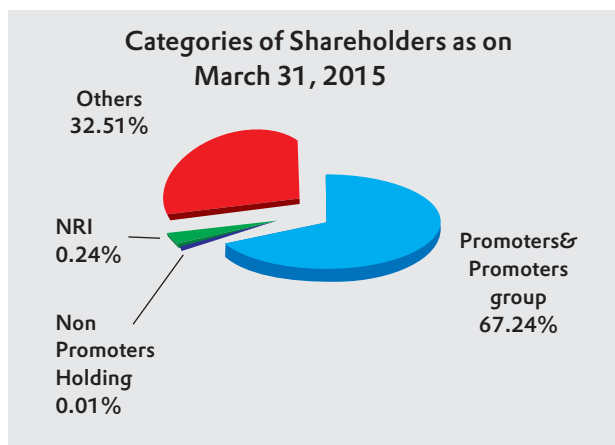
The Shares are accepted for registration of transfer at the Registered Office of the Company in addition to the office of Registrar and Transfer Agent (RTA), Link Intime India Private Limited. Link Intime India Private Limited is fully equipped to undertake the activities of Share Transfers and redressal of Shareholders grievances.

In order to have speedy disposal of the shareholders/ investors requests for transfer and transmission, a sub-committee consisting of the Directors/Officers of the Company is in place for effecting Transfer/ Transmission/Split/Consolidation of Shares as detailed in Point 3 (C)(II) Sub Committee of this report.

After approved by the Sub-Committee, the Share Transfers are affected by the Registrar and Transfer Agent of the Company.

As per the requirements of Clause 47(c) of the Listing Agreement with the Stock Exchanges, the Company has obtained the Half Yearly Certificates from a Company Secretary in Practice for due compliance of Share Transfer formalities.

I. Shareholding pattern of the Company as per category of shareholders as on March 31, 2015



* Non Promoters Holdings are Negligible

Table-15

Category	No. of Shares Held	%age of Shareholding
A Promoters holding		
1. Promoters		
- Indian Promoters	1886630	56.43
- Foreign Promoters	-	-
2. Persons acting in Concert	361325	10.81
B. Non-Promoters Holding		
3. Institutional Investors		
a. Mutual Funds and Unit Trust of India	-	-
b. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non-Govt. Institutions)	217	0.01
c. Foreign Institutional Investor	-	-
4. Others		
a. Private Corporate Bodies	201587	6.03
b. Indian Public	850953	25.45
c. Non Resident Indians / Overseas	8091	0.24
d. Any Other	34440	1.03
Total	3343243	100.00

Table-16**J. Distribution of Shareholding as on March 31, 2015:**

No. of Equity shares held	Number of Shareholders	Number of Shares	%age to total shares
Up to 250	1144	24568	0.74
251 to 500	215	92026	2.75
501 to 1000	143	120102	3.59
1001 to 2000	60	94693	2.83
2001 to 3000	18	44339	1.33
3001 to 4000	7	26776	0.80
4001 to 5000	17	76930	2.30
5001 to 10000	16	130076	3.89
10001 and above	27	2733733	81.77
Total	1647	3343243	100.00

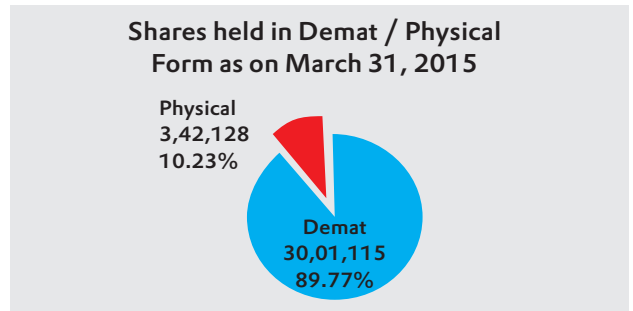
K. Share Dematerialisation System:

The requests for dematerialisation of shares are processed by Registrar & Transfer Agent (RTA) expeditiously and the confirmation in respect of dematerialisation is entered by RTA in the depository system of the respective depositories by way of electronic entries for dematerialisation of shares generally on weekly basis. In case of rejections the documents are returned under objection to the Depository

Participant with a copy to the shareholder and electronic entry for rejection is made by RTA in the Depository System.

L. Dematerialization of Shares:

The Company provides demat facility. Members who are still holding physical share certificates are advised that it is in their own interest to dematerialise their shareholding to avail benefits of dematerialisation viz. easy liquidity, electronic transfer, savings in stamp duty and prevention of forgery.



As on March 31, 2015, a total of 30,01,115 equity shares of the Company of ₹10/- each, which form 89.77% of the paid up Equity Share Capital, stand dematerialized.

Table-17

PARTICULARS					
DEMAT				PHYSICAL	
NSDL		CDSL		No. of shares	%
No. of shares	%	No. of shares	%		
2813534	84.16	187581	5.61	342128	10.23

Outstanding ADRs/GDRs/Warrants or any convertible instruments, conversion date and likely impact on equity: Not Applicable

M. Unclaimed Shares in Physical Mode

As per Clause 5A of the Listing Agreements, there are no unclaimed shares in the Company.

N. Corporate Benefits**Dividend History:****Dividend on Equity Shares****Table-18**

Financial Year	Rate (%)	Amount (₹ in Lacs)
2014-2015	10	33.43
2013-2014	12	40.12
2012-2013	10	13.37
2011-2012	22	29.42
2010-2011	22	29.19

O. Office locations:

The Company's Registered Office is located at 20 K.M., Mathura Road, P.O. Amar Nagar, Faridabad, Haryana, Pin 121 003.

P. Addresses for Correspondence:

For Share transfer/demat/remat of shares or any other query relating to shares:

Link Intime India Private Limited, 44 Community Centre, 2nd Floor, Naraina Industrial Area Phase- I, Near PVR Naraina, New Delhi 110 028, Phone No. 011-41410592-94, Email: delhi@linkintime.co.in.

For Investor Assistance:-

Mr. Kaushal Narula, Company Secretary & Compliance Officer, Raunaq International Limited, 20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad 121003, Phone:0129-4288888, Fax No. 0129-4288822-23, Email: kaushal@raunaqintl.com

Q. Email for investors:

The Company has designated secretarial@raunaqintl.com as email address especially for investors grievances.

SEBI has commenced processing of investor complaints in a centralised web based complaints redress system i.e. SCORES. The Company has supported SCORES by using it as a platform for communication between SEBI and the Company.

R. Nomination facility:

The Shareholders holding Shares in physical form may, if they so want, send their nominations in prescribed Form SH-13 of the Companies (Share Capital and Debentures) Rules,

2014, to the Company's RTA. The said form can be obtained from the Company's RTA or downloaded from the Company's Website http://www.raunaqinternational.com/pdf/form_sh_13_nomination.pdf. Those holding shares in dematerialized form may contact their respective Depository Participant (DP) to avail the nomination facility. The Shareholders who wish to change or cancel their nominations, if already made, may send their requests in prescribed Form SH-14 of the Companies (Share Capital and Debentures) Rules 2014, to the Companies RTA which can be obtained from the Company's RTA or downloaded from the Company's Website http://www.raunaqinternational.com/pdf/form_sh_14_variation-or-nomination.pdf. Those holding shares in dematerialized form may contact their respective Depository Participant (DP) to avail the nomination facility or further change in nominations.

S. Updation of Shareholders information:

The Shareholders of the Company are requested to intimate their latest Residential Address along with the details of their Shareholding in Updation of Shareholder's Information Form (which can be obtained from the Registered Office of the Company or downloaded from the Company's Website <http://www.raunaqinternational.com/pdf/proforma-for-updation-of-shareholdersinformation.pdf>). The duly filled form for Updation of information may either be sent to the Company at its Registered Office or be hand-delivered at the Annual General Meeting of the Company.

On Behalf of the Board of Directors



Place: New Delhi
Dated: May 30, 2015

Surinder P. Kanwar
Chairman and Managing Director

COMPLIANCE CERTIFICATE AS PER CLAUSE – 49(IX) OF THE LISTING AGREEMENT

We have reviewed financial statements and the cash flow statement for the year 2014-15 and that to the best of our knowledge and belief:

- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- 2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- 3) No transaction entered into by the Company during the above said period, which is fraudulent, illegal or violative of the Company's Code of Conduct.

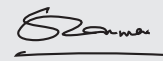
Further, we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial statements and we have disclosed to the Auditors and the Audit Committee, wherever applicable:

- 1) Deficiencies in the design or operation of internal controls, if any, which came to our notice and the steps we have taken or propose to take to rectify these deficiencies;
- 2) Significant changes in internal control over financial reporting during the year 2014-15;
- 3) Significant changes in accounting policies during the year 2014-15 and that the same have been disclosed in the notes to the financial statements;
- 4) 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 Raunaq International Limited



Shalesh Kumar
Chief Financial Officer



Surinder P. Kanwar
Chairman and Managing Director

Place: New Delhi
Dated: May 30, 2015

COMPLIANCE WITH CODE OF CONDUCT

The Company has adopted "Code of Business Conduct and Ethics". This code deals with the `Good Governance and ethical Practices, which the Company, the Board members and the Senior Management of the Company are expected to follow.

It is hereby affirmed that during the year 2014-15, all the Directors and Senior Managerial personnel have complied with the Code of Conduct and have given a confirmation in this regard.

For Raunaq International Limited



Kaushal Narula
Company Secretary



Surinder P. Kanwar
Chairman and Managing Director

Place: New Delhi
Dated: May 30, 2015

CERTIFICATE

To

The Members of Raunaq International Limited

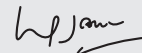
We have examined compliance of conditions of Corporate Governance by Raunaq International Limited (the Company), for the year ended on March 31, 2015, as stipulated in clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliances with the conditions of Corporate Governance as stipulated in Clause 49 of the abovementioned Listing Agreement. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in 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 of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **V.P. Jain & Associates**
Chartered accountants
(Registration No. 015260N)



V.P. Jain
Partner

(Membership No. 81514)

Place: New Delhi

Dated: May 30, 2015

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF RAUNAQ INTERNATIONAL LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of RAUNAQ INTERNATIONAL LIMITED ("the Company"), which comprise the Balance Sheet as at 31 March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone 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 standalone 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 standalone 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 standalone 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 thereunder.

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 standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 31 March, 2015, and its Profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government in terms of sub-section (11) of Section 143 of the Act, we give below statement on the matters specified in paragraphs 3 and 4 of the Order.
 - (i) In respect of its fixed assets:
 - (a) The company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - (b) The company has a programme of verification of fixed assets to cover all the items in a phased manner over a period of two years, which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the said programme, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no discrepancies were noticed on such verification.

(ii) In respect of its inventories:

- (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals, other than for contract work-in-progress in respect of civil/mechanical/erection contract.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the company has maintained proper records of its inventories and no discrepancies were noticed on physical verification.

(iii) The company has granted unsecured loan to a company, covered in the register maintained under Section 189 of the Act. The interest as per terms and condition is received regularly. There is no overdue amount so far as repayment of principal is concerned.

(iv) In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit we have not observed any continuing failure to correct major weaknesses in such internal control system.

(v) According to the information and explanations given to us, the company has not accepted any deposit during the year and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder, are not applicable to the company.

(vi) We have been informed by the management that no cost records have been prescribed under section 148(1) of the Companies Act, 2013 in respect of company's construction activities.

(vii) According to the information and explanations given to us in respect of statutory dues:

- (a) The company has been regular in depositing undisputed statutory dues, including Provident

Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of the aforesaid statutory dues in arrears as at 31 March, 2015 for a period of more than six months from the date they became payable.

- (b) There are no dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess which have not been deposited as at 31 March, 2015 on account of any dispute except as detailed below:-

Name of the Statute	Nature of Dues	Amount of Tax(₹)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act	Excise Duty Penalty	22,63,487/-*	1996-97 & 1997-98	The Customs & Service Tax Appellate Tribunal, New Delhi
Haryana Vat ACT	Vat	2,10,788/-	2011-12	Commissioner of Excise & taxation

* Fully provided

- (c) Amounts which were required to be transferred to the Investor Education and Protection Fund by the company were transferred to such fund in time.

(viii) The company does not have any accumulated losses at the end of the financial year and has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(ix) In our opinion and according to the information and explanations given to us, the company has not defaulted in the repayment of dues to financial institutions and banks. The company has not issued any debentures.

(x) According to the information and explanations given to us, the company has not given guarantees for loans taken by others from banks and financial institutions during the financial year. However, guarantees given in earlier years were renewed during the financial year on terms which are not prejudicial to the interest of the company.

(xi) In our opinion and according to the information and explanations given to us, the term loans have been applied by the company during the year for the purposes for which they were obtained.

- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.
2. As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) 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.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31 March, 2015 taken on record by the board of directors, none of the directors is disqualified as on 31 March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) 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:
- i. The company does not have any pending litigation which would have any material impact on its financial position in its financial statements.
- ii. The company has made provisions as required under the applicable law or accounting standards for material foreseeable losses on long term contracts. Company did not have any derivative contracts.
- iii. Amounts which were required to be transferred to the Investor Education and Protection Fund by the Company were so transferred in time.

For V.P. Jain & Associates
Chartered Accountants
(FRN:015260N)



(V.P. Jain)
Partner

Place : New Delhi
Dated : May 30, 2015

(Membership No. 081514)

Balance Sheet

as at 31 March, 2015

Particulars	Note No.	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
I. EQUITY AND LIABILITIES			
1. Shareholders' funds			
(a) Share capital	2	334.32	334.32
(b) Reserves and surplus	3	3801.63	3407.34
		4135.95	3741.66
2. Non-current liabilities			
(a) Long-term borrowings	4	117.26	92.82
(b) Other long-term liabilities	5	5.64	3.85
(c) Long-term provisions	6	124.21	118.05
		247.11	214.72
3. Current liabilities			
(a) Short-term borrowings	7	289.22	493.90
(b) Trade payables	8	2198.37	2632.29
(c) Other current liabilities	9	1476.96	1625.36
(d) Short-term provisions	10	123.74	150.24
		4088.29	4901.79
TOTAL		8471.35	8858.17
II. ASSETS			
1. Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11A	608.09	479.41
		608.09	479.41
(b) Non-current investments	12	1334.68	1334.68
(c) Deferred tax assets (net)	13	40.03	34.83
(d) Long-term loans and advances	14	6.76	6.08
(e) Other non-current assets	15	4.89	43.39
		1994.45	1898.39
2. Current assets			
(a) Inventories	16	875.48	2089.87
(b) Trade receivables	17	2894.96	2647.07
(c) Cash and cash equivalents	18	1850.46	1541.93
(d) Short-term loans and advances	19	818.42	650.39
(e) Other current assets	20	37.58	30.52
		6476.90	6959.78
TOTAL		8471.35	8858.17
See accompanying notes forming part of the financial statements	1-27		

As per our report of even date attached

For **V. P. Jain & Associates**
Chartered Accountants
Firm Registration No. 015260N

(V. P. Jain)
Partner
Membership No. 81514

Place : New Delhi
Dated : May 30, 2015

SURINDER P. KANWAR
Chairman & Managing Director
(DIN :00033524)

SHALESH KUMAR
Chief Financial Officer
(PAN :BOCPS4686F)

SACHIT KANWAR
Joint Managing Director
(DIN :02132124)

KAUSHAL NARULA
Company Secretary
(PAN :AFKPN7593J)

V.K. PARGAL(DIN :00076639)
P.K. MITTAL (DIN :00165315)
N.V. SRINIVASAN (DIN :00879414)
GAUTAM MUKHERJEE (DIN :02590120)
SATYA PRAKASH MANGAL (DIN :01052952)
Directors

Statement of Profit and Loss

For the Year Ended 31 March, 2015

Particulars	Note No.	Year ended 31 March, 2015 (₹ in Lacs)	Year ended 31 March, 2014 (₹ in Lacs)
1. Revenue from operations	21	7991.12	13964.38
2. Other income	22	149.25	146.52
3. Total revenue		8140.37	14110.90
4. Expenses			
(a) Cost of materials consumed	23	3011.79	5924.15
(b) Employee benefits expense	24	998.28	1063.34
(c) Finance cost	25	288.57	336.67
(d) Depreciation	11(A)	67.41	90.01
(e) Other expenses	26	3342.87	5778.59
Total expenses		7708.92	13192.76
5. Profit / (Loss) before extraordinary items and tax		431.45	918.14
6. Extraordinary item	11(B)	127.37	-
7. Profit / (Loss) before tax		558.82	918.14
8. Tax expense:			
(a) Current tax expense		140.00	320.00
(b) Deferred tax (benefit)/expense		(5.20)	(4.39)
		134.80	315.61
9. Profit / (Loss) for the year		424.02	602.53
10. Earnings per share (of ₹ 10/- each):	27.11		
Basic & Diluted (in ₹)		12.68	18.02
See accompanying notes forming part of the financial statements	1-27		

As per our report of even date attached

For V. P. Jain & Associates
Chartered Accountants
Firm Registration No. 015260N

(V. P. Jain)
Partner
Membership No. 81514

Place : New Delhi
Dated : May 30, 2015

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Directors

Cash Flow Statement

For the Year Ended 31 March, 2015

Particulars	For the year ended 31 March, 2015 (₹ in Lacs)	For the year ended 31 March, 2014 (₹ in Lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	431.45	918.14
Adjustments for:		
Depreciation & misc. expenditure written off	67.41	90.01
Loss on sale of fixed assets	16.19	10.68
Interest and other charges	288.57	336.67
Interest income	(132.98)	(135.17)
Dividend from non trade investments	(2.93)	(5.28)
Profit on sale of asset	-	(0.39)
Operating profit before working capital changes	667.71	1214.66
Changes in Working Capital		
Adjustments for (increase)/decrease in operating assets:		
Trade receivables	(247.89)	771.92
Inventories	1214.38	(606.76)
Other non current assets	38.50	44.74
Long term loans & advances	(0.68)	10.50
Short term loans & advances	(168.03)	97.04
Adjustments for (increase)/decrease in operating liabilities:		
Trade payables	(433.91)	(163.85)
Short term provisions	(19.79)	(19.77)
Other long term liabilities	1.79	(4.07)
Long term provisions	6.16	5.53
Other current liabilities	(189.57)	(1179.35)
Cash generated from operations	868.66	170.59
Direct taxes paid (Net)	(140.00)	(320.00)
Net Cash from operating activities	728.66	(149.41)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(90.89)	(169.42)
Sale of fixed assets	16.44	7.84
Dividend from non trade investments	2.93	5.28
Interest received	132.98	135.17
Purchase of investments	-	(25.00)
Net Cash from/(used) in investment activities	61.46	(46.13)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from long/short term borrowings (Net)	(139.46)	(25.74)
Interest and other charges paid	(288.57)	(336.67)
Dividend including dividend distribution tax paid	(46.51)	(37.30)
Net Cash (used)/from financing activities	(474.54)	(399.71)
Net increase/(decrease) in cash and cash equivalents	315.59	(595.25)
Opening balance of cash and cash equivalents *	1572.45	2167.70
Closing balance of cash and cash equivalents *	1888.04	1572.45
* Including interest accrued		
Notes :		
1. The cash flow is based on and derived from the accounts of the company for the year ended 31 March, 2015 and 31 March, 2014.		
2. Cash and cash equivalents comprise of:		
Cash on hand	2.27	2.86
With scheduled banks:		
On current accounts	378.56	83.38
On margin accounts	1469.63	1455.69
On fixed deposit accounts (including interest accrued)	37.58	30.52
Cash and cash equivalents at the end of the year	1888.04	1572.45
3. Balance in Current Accounts include balance in unpaid dividend accounts amounting to ₹11.39 Lacs as on 31 March, 2015 and ₹10.96 Lacs as on 31 March, 2014.		

As per our report of even date attached

For **V. P. Jain & Associates**
Chartered Accountants
Firm Registration No. 015260N

(V. P. Jain)
Partner
Membership No. 81514

Place : New Delhi
Dated : May 30, 2015

SURINDER P. KANWAR
Chairman & Managing Director
(DIN :00033524)

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SATYA PRAKASH MANGAL (DIN :01052952)
Directors

Notes

Forming part of the Financial Statements

Note	Particulars
1. SIGNIFICANT ACCOUNTING POLICIES	
1.1	The financial statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (“GAAP”) under the historical cost convention on the accruals basis to comply with the accounting standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 (“the Act”). The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year except for change in the accounting policy for depreciation [Refer Note 11 (B)].
1.2	The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known /materialized.
1.3	<p>a) Fixed Assets are valued at cost net of CENVAT. Borrowing cost that is directly attributable to the acquisition or construction of a qualifying asset is considered as part of the cost of that asset. Other borrowing costs are recognized as an expense in the year in which they are incurred.</p> <p>b) Inventories are valued at cost or net realisable value whichever is less other than contracts work in progress.</p>
1.4	<p>The contracts work-in-progress as at the end of the year is valued on percentage of completion method as detailed hereunder :</p> <p>(i) Where current estimates of cost and selling price of a contract as at the end of year indicate loss, such foreseeable loss is accounted for during the year.</p> <p>(ii) (a) In case the value of running account bill(s) is less than 33% of the contract value, the job is valued at actual cost incurred as at the end of year.</p> <p>(b) In case the value of running account bill(s) is more than 33% but less than 50% of the contract value, the job is valued at actual cost incurred plus one third of the contribution available as at the end of year.</p> <p>(c) In case the value of running account bill(s) is 50% and above, the job is valued at actual cost incurred plus two third of the contribution available as at the end of year.</p> <p>For the purpose of valuation, cost means the direct cost on a particular job excluding depreciation and finance charges, which are directly charged to Profit and Loss Statement.</p>
1.5	Accumulated value of amount billed to client is carried forward on memorandum basis till the project is charged to completed contracts. On closure of a project, the accumulated value of work in progress in accordance with Accounting Policy ‘1.4’ discussed above and difference between accumulated amount of WIP and total amount billed to client is accounted in the value of amount “charged to completed contracts”.
1.6	Works Contracts are charged to completed contracts on obtaining completion certificates from concerned clients.
1.7	For the purpose of classifying an asset as current or non current on operating cycle basis, the scheduled period of contract completion increased by any extension allowed by the contractee is considered to be operating cycle. Trade receivables due for payment for the purpose of classifying as current/non-current are classified from the date when defect liability period or retention period ends.
1.8	Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in schedule II to the Act [Refer Note 11 (B)].
1.9	<p>(a) Dividend income is recognized when the right to receive the dividend is established.</p> <p>(b) Interest income is recognized on time proportion basis.</p>
1.10	<p>The following items are accounted for based on certainty of realization/ payments:</p> <p>(a) Extra items claim.</p> <p>(b) Insurance claims.</p>

Note	Particulars
	(c) Any receipts/additional liability on account of pending income tax, sales tax and excise duty assessments.
	(d) Penalties or interests, if any, on delayed payment of statutory dues.
1.11	Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction. All foreign currency monetary items outstanding at the year end are translated at the year end rate. The difference between the rate prevailing on the date of transaction and on the date of settlement as also on translation of foreign currency monetary items at the end of the year is recognized as income or expense, as the case may be, for the year.
1.12	(a) Investments are either classified as non-current or current investments. The cost of investments includes acquisition charges such as brokerage, fees and duties.
	(b) Current investments are carried at lower of cost and fair value. Non-current investments are carried at cost and provisions are recorded to recognize any decline, other than temporary, in the carrying value of each investment.
1.13	(a) <u>Short Term Employee Benefits:</u> Short term employee benefits are recognized as an expense at the undiscounted amount in the Profit and Loss Statement for the year in which related services are rendered.
	(b) <u>Defined Contribution Plans:</u> Company's contributions and other amount, if any, payable during the year towards Provident Fund, Pension Fund and Employee State Insurance are recognized in the Profit and Loss Statement of the year.
	(c) <u>Defined Benefit Plans:</u> Company's liability towards gratuity in accordance with Payment of Gratuity Act, 1972 and other long term benefits are determined and accounted in accordance with AS-15 (Revised) based on the actuarial valuation as on the balance sheet date. So far as the gratuity is concerned the company contributes the ascertained liability to the Life Insurance Corporation of India which administers the contributions and makes the payment at retirement, death or incapacitation of employment to employee.
1.14	Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease payments are recognized as an expense in the Profit & Loss Statement as per the lease terms.
1.15	The Company provides current tax based on the provisions of the Income Tax Act applicable to it. Timing differences between book profit and taxable profit is recognized as Deferred Tax Asset, if any, considering prudence.
1.16	Basic Earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.
1.17	An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged for when an asset is identified as impaired.
1.18	Provisions are recognized in terms of Accounting Standard 29-'Provisions, Contingent Liabilities and Contingent Assets' (AS-29) when there is a present legal or statutory obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Contingent liabilities are recognized only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the company, or where any present obligation cannot be measured in terms of future outflow of resources, or where there reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for. Contingent assets are not recognized in the financial statements.

Note 2 : Share capital

Particulars	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares	₹ in Lacs	Number of shares	₹ in Lacs
(a) Authorised				
Equity shares of ₹ 10 each with voting rights	3,50,00,000	3500.00	3,50,00,000	3500.00
Cumulative Redeemable Convertible or Non-convertible Preference shares of ₹ 100 each	5,00,000	500.00	5,00,000	500.00
		4000.00		4000.00
(b) Issued, Subscribed and Fully paid up				
Equity shares of ₹ 10 each with voting rights	3,343,243	334.32	3,343,243	334.32
Total	3,343,243	334.32	3,343,243	334.32

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Issue of Bonus Shares	Closing Balance
Equity shares with voting rights			
Year ended 31 March, 2015			
- Number of shares	3343243	-	3343243
- Amount (₹ Lacs)	334.32	-	334.32
Year ended 31 March, 2014			
- Number of shares	1337297	2005946	3343243
- Amount (₹ Lacs)	133.73	200.59	334.32

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Mr. Surinder P. Kanwar	1866695	55.83	2085395	62.38
Gulab Merchandise Private Limited	244825	7.32	-	-

(iii) Rights and Restrictions attached to Equity shares :

Each holder of Equity shares is entitled to one vote per share. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Note 3 : Reserves and surplus

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
(a) Capital reserve		
Opening balance	0.68	0.68
Closing balance	0.68	0.68
(b) Securities premium account		
Opening balance	162.43	162.43
Closing balance	162.43	162.43
(c) General reserve		
Opening balance	1325.27	1325.86
Less : Utilised for issue of Bonus Shares	-	200.59
Add: Transferred from surplus in Statement of Profit and Loss	100.00	200.00
Closing balance	1425.27	1325.27
(d) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	1918.96	1586.84
Add: Profit / (Loss) for the year	424.02	602.53
Add : Adjustment of Carrying Amount of Fixed Asset	10.51	-
Less:		
Dividend proposed to be distributed to equity shareholders (₹ 1.00 per share, previous year ₹ 1.20 per share)	33.43	40.12
Tax on dividend	6.81	6.82
Dividend to equity shareholders for earlier year	-	20.06
Tax on above dividend	-	3.41
Transferred to:		
General reserve	100.00	200.00
Closing balance	2213.25	1918.96
Total	3801.63	3407.34

Note 4 : Long-term borrowings

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
Term loans		
From banks		
Secured (See Notes Below)	117.26	92.82
Total	117.26	92.82

Notes:

(i) Details of terms of repayment for the long-term borrowings and security provided in respect of secured long-term borrowings:

Particulars	Terms of repayment	ROI	Security	As at 31 March, 2015 Secured (₹ in Lacs)	As at 31 March, 2014 Secured (₹ in Lacs)
Term loans from banks:					
Axis Bank Limited	59 EMI	9.76%	Against Hypothecation of Excavator	16.73	27.23
Axis Bank Limited	59 EMI	10.76%	Against Hypothecation of Rock Breaker	3.31	5.37
Axis Bank Limited	59 EMI	10.13%	Against Hypothecation of Hydra Crane	7.66	12.44
Axis Bank Limited	59 EMI	11.00%	Against Hypothecation of DG Set	4.40	6.97
Axis Bank Limited	59 EMI	10.50%	Against Hypothecation of Batching Plant	10.30	15.97
Axis Bank Limited	47 EMI	10.50%	Against Hypothecation of Crane	6.34	12.62
Axis Bank Limited	47 EMI	10.50%	Against Hypothecation of DG Set	6.15	12.22
HDFC Bank Limited	23 EMI	10.31%	Against Hypothecation of Crane	20.80	-
Oriental Bank of Commerce	36 EMI	10.50%	Against Hypothecation of Vehicle	41.57	-
Total				117.26	92.82

(ii) For the current maturities of long-term borrowings, refer item (a) in Note 9 Other current liabilities.

Note 5 : Other long-term liabilities

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
(a) Trade Payables:		
(i) Other than Acceptances	5.64	3.85
Total	5.64	3.85

Note 6 : Long-term provisions

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
(a) Provision for employee benefits:		
(i) Provision for compensated absences	78.94	72.78
(b) Provision - Others:		
(i) Provision for Excise Duty	45.27	45.27
Total	124.21	118.05

Note 7 : Short-term borrowings

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
(a) Loans repayable on demand		
From banks		
Secured (See Notes below)	289.22	443.90
(b) Loans and advances from related parties		
Unsecured	-	50.00
Total	289.22	493.90

Notes:**(i) Details of security for the secured short-term borrowings:**

Particulars	Nature of security	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
Loans repayable on demand from banks:			
SBI Cash Credit A/c	Against pari passu charge on moveable fixed assets and current assets of the company	133.25	157.42
ICICI Cash Credit A/c		155.97	286.48
Total		289.22	443.90

(ii) Above short-term borrowings are also guaranteed by a promotor director.**Note 8 : Trade payables**

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
Trade payables:		
Acceptances	-	154.85
Other than Acceptances	2198.37	2477.44
Total	2198.37	2632.29

Note 9 : Other current liabilities

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
(a) Current maturities of long-term debt (Refer Note (i) below)	75.74	34.95
(b) Unpaid dividends	11.39	10.97
(c) Other payables		
(i) Statutory dues	38.41	58.83
(ii) Employees dues	70.17	129.20
(iii) Contractually reimbursable expenses	7.25	9.01
(iv) Contract mobilisation advances from customers	1272.12	1382.40
(v) Creditors for expenses	1.88	-
Total	1476.96	1625.36

Note (i): Current maturities of long-term debt (Refer Note (i) in Note 4 - Long-term borrowings for details of security):

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
Term loans from Banks (Secured)		
Axis Bank Excavator Loan	10.50	9.52
Axis Bank Rock Breaker Loan	2.05	1.85
Axis Bank Crane Loan	4.78	4.34
Axis Bank D G Set Loan	2.58	2.31
Axis Bank Batching Plant Loan	5.68	5.11
Axis Bank Crane Loan	6.26	5.64
HDFC Bank Crane Loan	17.28	-
HDFC Bank Hydra Crane Loan	-	0.71
Oriental Bank of Commerce Car Loan	20.54	-
Axis Bank D G Set Loan	6.07	5.47
Total	75.74	34.95

Note 10 : Short-term provisions

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
(a) Provision for employee benefits:		
(i) Provision for compensated absences	10.85	4.18
(b) Provision - Others:		
(i) Provision for proposed equity dividend	33.43	40.12
(ii) Provision for tax on proposed dividends	6.81	6.82
(iii) Provision for other outstanding liabilities	72.65	99.12
Total	123.74	150.24

Note 11(A) Tangible Fixed Assets

(₹ In Lacs)

Particulars	Gross Block At Cost			Depreciation					Net Block		
	As At 01/04/2014	Addition	Disposals	As At 31/03/2015	Upto 31/03/2014	For The Year	Disposals	Other Adjustments	Up To 31/03/2015	As At 31/03/2015	As At 31/03/2014
PLANT & MACHINERY	612.05	1.70	-	613.75	190.93	41.69	-	(103.10)	129.53	484.22	421.12
TRACTOR	1.56	-	-	1.56	1.45	0.12	-	(0.10)	1.48	0.08	0.11
OFFICE EQUIPMENTS	5.65	0.65	-	6.30	2.50	1.25	-	(0.63)	3.12	3.18	3.15
FURNITURE & FIXTURES	30.91	0.14	9.18	21.87	11.68	2.76	1.65	(6.87)	5.91	15.96	19.23
ELECTRICALS FITTINGS	1.54	0.09	-	1.63	1.27	0.03	-	0.01	1.31	0.32	0.27
VEHICLES	59.60	76.64	42.72	93.52	36.82	8.11	17.62	(18.17)	9.15	84.37	22.78
COMPUTERS	83.93	11.67	-	95.60	71.18	13.45	-	(9.00)	75.64	19.96	12.75
TOTAL	795.24	90.89	51.90	834.23	315.83	67.41	19.27	(137.86)	226.14	608.09	
PREVIOUS YEAR	676.35	169.42	50.53	795.24	258.21	90.01	32.39		315.83	-	479.41

- (B) 1. The company has revisited and changed the method of depreciation of fixed assets from written down vale (WDV) method to straight line method (SLM) as on April 01, 2014. As a result of this change, the surplus i.e. excess depreciation of ₹ 127.37 lacs as on April 01, 2014 has been disclosed as an extraordinary item.
2. Pursuant to the notification of schedule II to the Act, the Company also revised the estimated useful life of its assets to align the useful life with those specified in schedule II.
3. Pursuant to the transition provisions prescribed in schedule II to the Act, the Company has fully depreciated the carrying value of assets (determined after considering the change in method of depreciation from WDV to SLM), net of residual value, where the remaining useful life of the asset was determined to be nil as on April 01, 2014, and has adjusted the amount of ₹ 10.51 lacs against the opening Surplus balance in the statement of Profit and Loss under Reserve and Surplus.

The depreciation and amortisation expense in the statement of profit & loss for the year is lower by ₹ 4.60 lacs consequent to above change in the method of depreciation.

The depreciation and amortisation expense in the statement of profit & loss for the year is higher by ₹ 35.08 lacs consequent to change in the useful life of the assets.

Note 12 : Non-current investments

(₹ In Lacs)

Particulars	As at 31 March, 2015			As at 31 March, 2014		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
Investments (At cost less provision for other than temporary diminution)						
A. Other investments						
(a) Investment in equity instruments						
(i) of subsidiaries						
11877038 Equity Shares (previous year 11877038 equity shares) of ₹ 10 each fully paid up in Xlerate Driveline India Ltd.	-	1187.70	1187.70	-	1187.70	1187.70
(ii) of other entities						
293300 Equity Shares of ₹ 10 each fully paid up in Bharat Gears Ltd.	146.88	-	146.88	146.88	-	146.88
10000 Equity Shares of ₹ 10 each fully paid up in BST Mfg. Ltd. (Net of Provision, for other than temporary diminution, ₹ 10000)	-	1.25	1.25	-	1.25	1.25
Total - Other investments	146.88	1188.95	1335.83	146.88	1188.95	1335.83
Less: Provision for diminution in value of investments			1.15			1.15
Total			1334.68			1334.68
Aggregate amount of quoted investments			146.88			146.88
Aggregate market value of listed and quoted investments			213.08			115.27
Aggregate amount of unquoted investments (Net of Provision)			1187.80			1187.80

Note 13 : Deferred Tax Assets (Net)

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
Arising on account of timing difference in -		
(a) Provision for doubtful advances	0.19	0.19
(b) Provision for diminution in value of investment	0.41	0.41
(c) Depreciation	(7.47)	(2.51)
(d) Provision for Excise Duty (Disallowance u/s 43B of I.T.Act.)	15.24	15.24
(e) Employees Benefits as per AS-15	28.09	17.93
(f) Others	3.57	3.57
Total	40.03	34.83

Note 14 : Long-term loans and advances

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
Security deposits		
Unsecured, considered good	6.76	6.08
Total	6.76	6.08

Note 15 : Other non-current assets

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
Long-term trade receivables		
Unsecured, considered good	4.89	43.39
Doubtful	38.51	-
	43.40	43.39
Less: Provision for doubtful trade receivables	38.51	-
Total	4.89	43.39

Note 16 : Inventories

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
(a) Raw materials (At Cost)		
Goods-in-transit	-	114.05
	-	114.05
(b) Work-in-progress Contracts Inventory	10201.97	13372.44
Less : Payments received	9326.49	11396.62
	875.48	1975.82
Total	875.48	2089.87

Note 17 : Trade receivables

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
Trade receivables outstanding for over six months		
Unsecured, considered good	286.75	131.26
Other trade receivables		
Unsecured, considered good	2608.21	2515.81
Total	2894.96	2647.07

Note 18 : Cash and cash equivalents

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
(a) Cash on hand	2.27	2.86
(b) Balances with banks		
(i) In current accounts	367.17	72.42
(ii) In earmarked accounts		
- Unpaid dividend accounts	11.39	10.96
- Balances held as margin money (Refer Note (i) below)	1469.63	1455.69
Total	1850.46	1541.93

Note:

- (i) Balances with banks held as margin money include deposits amounting to ₹ 517.64 Lacs (As at 31 March, 2014 - ₹ 743.52 Lacs) which have an original maturity of more than 12 months.

Note 19 : Short-term loans and advances

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
(a) Loans and advances to Related parties :-		
Subsidiary Company		
Unsecured, considered good	150.00	-
(b) Security deposits		
Unsecured, considered good	8.09	4.44
(c) Loans and advances to employees		
Unsecured, considered good	8.21	4.67
(d) Prepaid expenses		
Unsecured, considered good	165.64	181.37
(e) Advance income tax (net of provisions)		
Unsecured, considered good	260.05	227.76
(f) Others		
Unsecured, considered good		
Advances recoverable in cash or in kind or for value to be received	226.43	232.15
Doubtful	0.54	0.54
	226.97	232.69
Less: Provision for other doubtful loans and advances	0.54	0.54
	226.43	232.15
Total	818.42	650.39

Note 20 : Other current assets

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
Interest accrued on fixed deposits with Banks	37.58	30.52
Total	37.58	30.52

Note 21 : Revenue from operations

Particulars	Year Ended 31 March, 2015 (₹ in Lacs)	Year Ended 31 March, 2014 (₹ in Lacs)
(a) Sale of services (Completed Contracts/Supply Contracts)	11250.89	8488.00
(b) Increase/(Decrease) in WIP of contracts inventory (Net of Completed Contracts)	(3329.34)	5476.38
(c) Hire Charges Received	69.57	-
Total	7991.12	13964.38

Note 22 : Other income

Particulars	Year Ended 31 March, 2015 (₹ in Lacs)	Year Ended 31 March, 2014 (₹ in Lacs)
(a) Interest income (Refer Note (i) below)	132.98	135.17
(b) Dividend income: from long-term investments associates	2.93	5.28
(c) Other non-operating income (Refer Note (ii) below)	13.34	6.07
Total	149.25	146.52

Notes:

(i) Interest income comprises:		
Interest from banks on:		
Deposits	126.97	135.17
Interest on loans and advances	6.01	-
Total - Interest income	132.98	135.17
(ii) Other non-operating income comprises:		
Profit on sale of fixed asset	-	0.39
Unclaimed balances written back	0.50	4.77
Miscellaneous income	12.84	0.91
Total - Other non-operating income	13.34	6.07

Note 23 : Cost of materials consumed

Particulars	Year Ended 31 March, 2015 (₹ in Lacs)	Year Ended 31 March, 2014 (₹ in Lacs)
Opening stock	-	39.11
Add: Purchases	3011.79	5,885.04
	3011.79	5,924.15
Less: Closing stock	-	-
Cost of material consumed	3011.79	5924.15

Note 24 : Employee benefits expense

Particulars	Year Ended 31 March, 2015 (₹ in Lacs)	Year Ended 31 March, 2014 (₹ in Lacs)
Salaries and wages	860.62	928.49
Contributions to provident and other funds	75.97	71.53
Staff welfare expenses	61.69	63.32
Total	998.28	1063.34

Note 25 : Finance cost

Particulars	Year Ended 31 March, 2015 (₹ in Lacs)	Year Ended 31 March, 2014 (₹ in Lacs)
(a) Interest expense on:		
(i) Borrowings	77.40	76.75
(ii) Trade payables	16.63	8.83
(b) Other borrowing costs (Bank and other financing charges)	194.54	251.09
Total	288.57	336.67

Note 26 : Other expenses

Particulars	Year Ended 31 March, 2015 (₹ in Lacs)	Year Ended 31 March, 2014 (₹ in Lacs)
Consumption of stores and spare parts	139.84	177.85
Erection Expenses	2459.36	4763.00
Power and fuel	29.06	33.15
Hire charges	30.92	93.01
Travelling & conveyance	146.54	183.73
Rent	66.51	60.77
Repairs and maintenance - Machinery	11.23	4.26
Insurance	33.76	35.87
Rates and taxes	139.98	189.83
Freight and forwarding	76.07	56.01
Payments to auditors (Refer Note (i) below)	6.09	5.82
Loss on fixed assets sold	16.19	10.68
Foreign exchange fluctuation loss	6.99	10.59
Legal & professional charges	63.32	73.54
Provision for doubtful debts	38.51	-
Miscellaneous expenses	78.50	80.48
Total	3342.87	5778.59

Note :

(i) Payments to the auditors comprises (including service tax)

Fees :-		
Statutory audit	2.81	2.81
Company law matters	0.62	0.45
Limited teview and other certifications	2.32	2.24
Reimbursement of expenses	0.34	0.32
Total	6.09	5.82

Note 27: Additional information to the financial statements

Note	Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
27.1	Contingent liabilities:		
	1. Guarantees/Letter of credit given by the banks which are counter guaranteed by the company and secured against fixed & current assets	8,826.65	8,556.90
	2. Others where company had gone in to appeals before appropriate authorities:		
	- Sales Tax	2.11	-
	- Income Tax	5.72	45.13

27.2 Details of consumption of imported and indigeneous items:

Particulars	For the year ended 31 March, 2015	
	₹ in Lacs	%
Imported		
(i) Raw material	-	-
	(95.29)	(100.00)
TOTAL	-	-
	(95.29)	(100.00)
Indigeneous		
(i) Raw material	3,011.79	95.56
	(5,828.86)	(97.04)
(ii) Stores, spares, tools & tackles	139.84	4.44
	(177.85)	(2.96)
TOTAL	3,151.63	100.00
	(6,006.71)	(100.00)

Note: Figures in brackets are for the previous year.

27.3 Value of import calculate on CIF basis:

Particulars	2014-15 (₹ in Lacs)	2013-14 (₹ in Lacs)
(i) Raw material	-	95.53
(ii) Capital goods	-	101.92

27.4 Expenditure in Foreign currency:

Other matter (Travel and expenses of foreign office)	9.99	32.57
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27.5 In response to the Company's request made in March 2015 to the Suppliers for providing copy of the registration certificate, if registered under Micro, Small and Medium enterprises Development Act 2006, none has sent Certificate of Registration with prescribed authority. Based on these information there is no principal amount and the interest due thereon remaining unpaid as at the year ended on 31 March, 2015.

27.6 The Ministry of Corporate Affairs has notified Section 135 of the Act, on Corporate Social Responsibility with effect from 1 April, 2014. As per the provisions of the said Section, the amount of ₹ 16.34 lacs was required to be spent on CSR activities by the Company during the year, however, considering the financial performance of the company for the year, the Company has not spent the required funds on CSR activities.

Note 27 : Additional information to the financial statements (Contd.)**27.7 Employee Benefits:****Defined contribution plan:**

The Company's contributions to the Provident Fund and Superannuation Fund are charged to the profit and loss statement.

Defined benefit plan/ Long term compensated absences:

The Company's liability towards gratuity (Funded) and compensated absences is determined on the basis of the year end actuarial valuation done by an independent actuary. The actuarial gains and losses determined by the actuary are recognized immediately in the Profit and Loss Statement as an income or expense.

27.7(a) Defined Contribution Plan:

During the year, the company has recognised the following amounts in the profit & loss statement:

Particulars	Year Ended 2014-15	Year Ended 2013-14
Contribution to provident fund and family pension fund	43.82	44.93
Contribution to superannuation fund	19.33	21.31

27.7(b) Defined Benefit Plan:

A general description of the Employees Benefit Plans:

(i) Gratuity (Funded)

The company has an obligation towards gratuity, a funded defined benefits retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment, of an amount calculated in accordance with the provisions of the Payment of Gratuity Act, 1972.

Details of defined benefit plans - As per Actuarial Valuation as on 31 March 2015

Particulars	₹ In Lakh	
	Gratuity Funded	
Components of employers expenses	2014-15	2013-14
Current service cost	9.30	9.83
Interest cost	7.74	9.07
Expected return on plan assets	(9.56)	(10.65)
Actuarial losses/(gains)	0.42	(7.63)
Total expenses recognized in the profit & loss statement *	7.90	0.62
(* Included in Note No. 24)		
Actual contribution & benefits payment for the year	2014-15	2013-14
Actual benefit payments	13.33	(15.44)
Actual contributions	2.05	0.78
Net asset/(liability) recognised in the balance sheet	2014-15	2013-14
Present value of defined benefits obligation	100.89	96.76
Fair value of plan assets	111.21	114.47
Funded status [surplus/(deficit)]	10.32	17.71
Net asset /(liability) recognized in the balance sheet	10.32	17.71

Note 27: Additional information to the financial statements (Contd.)

Particulars	₹ In Lakh	
	Gratuity Funded	
	2014-15	2013-14
Change in defined benefit obligation during the year		
Present value of defined benefit obligation as at the beginning of the year	96.76	100.75
Current service cost	9.30	9.83
Interest cost	7.74	9.07
Actuarial losses /(gains)	0.42	(7.46)
Benefits paid	(13.33)	(15.44)
Present value of defined benefits obligation as at the end of the year	100.89	96.76
Change in fair value of the plan assets during the year		
Plan asset as at the beginning of the year	114.47	118.31
Expected return on plan assets	9.56	10.82
Actual company contributions	2.05	0.78
Benefits paid	(13.33)	(15.44)
Plan assets as at the end of the year	111.21	114.47
Actuarial Assumptions		
Discount rate	8.00%	9.00%
Expected return on plan assets	9.00%	9.15%
Salary escalation rate	5.00%	5.00%
The expected rate of return on the plan asset (Gratuity-Funded) is based on the average long term rate of return expected on investments of funds during estimated term of obligation. Actual return on plan assets is ₹9.56 lacs.		
The assumption of the future salary increases, considered in actuarial valuation, takes into account the inflation, seniority, promotion & other relevant factors.		
The major categories of plan assets as a percentage of the total plan assets.		
Insurer managed funds	100%	100%
Experience Adjustments		
Present value of defined benefit obligation as at the end of the year	100.89	96.76
Fair value of plan asset as at the end of the year	111.21	114.47
Funded status [surplus/(deficit)]	10.32	17.71
Experience adjustment on plan liabilities	(5.22)	(3.39)
Experience adjustment on plan asset	(0.69)	(0.21)
The liability for leave encashment is accounted for on accrual basis on actuarial valuation at the year end.		

Note: Figures in brackets showing negative amount.

27.8 Segment Reporting

Based on the guiding principles given in Accounting Standard on "Segment Reporting" (AS-17) issued by the Institute of Chartered Accountants of India, this Accounting Standard is not applicable to the company.

Note 27: Additional information to the financial statements (Contd.)**27.9 Related party transactions**

- a) Enterprise over which the company is able to exercise Control (Subsidiary) :
- Xlerate Driveline India Ltd. (XDIL)
- b) Enterprises over which key managerial personnel is able to exercise significant influence (Associates) :
- Bharat Gears Limited (BGL)
 - Vibrant Finance & Investment Pvt. Ltd. (VFIPL)
 - Ultra Consultants Pvt. Ltd. (UCPL)
 - Future Consultants Pvt. Ltd. (FCPL)
 - ClipLok Simpak (India) Pvt. Ltd. (CSPL)
 - Samreet Investment & Management Consultancy Pvt. Ltd. (SIMCPL)
 - Gulab Merchandise Pvt. Ltd. (GMPL)
- c) Key Managerial Personnel:
- Mr. Surinder P. Kanwar (SPK) – CMD
 - Mr. Sachit Kanwar (SK) – JMD

Note: Related parties are as identified by the company and relied upon by the auditors.

Details of transactions with the related parties and their relatives during the year ended 31 March, 2015.**A. Enterprise over which the company is able to exercise Control (Subsidiary) :**

Nature of Transaction	2014-15 (₹/Lacs)	2013-14 (₹/Lacs)
- Loan given (XDIL)	150.00	-
- Interest of above	6.01	-
- Sale of goods/services (XDIL)	-	252.62
- Investment in subsidiary (XDIL)	-	147.64
- Reimbursement of expenses from (XDIL)	0.88	12.56
- Corporate guarantee given for credit limits availed from Oriental Bank of Commerce (XDIL)	405.00	405.00

B. Enterprises over which Key Managerial Personnel is able to exercise significant Influence:

Nature of Transaction	2014-15 (₹/Lacs)	2013-14 (₹/Lacs)
- Rent paid (BGL)	11.46	1.96
- Rent paid (VFIPL)	2.70	2.70
- Corporate guarantee (VFIPL) offered for credit limits availed by company from:		
- ING Vysya Bank Ltd.	1000.00	1000.00
- SBI Mumbai	7700.00	7700.00
- ICICI Bank Ltd.	2300.00	2300.00

C. Key Managerial Personnel:

Nature of Transaction	2014-15 (₹/Lacs)	2013-14 (₹/Lacs)
- Personal guarantee given to banks for credit limits availed by company (SPK)	12025.00	12025.00
- Unsecured loan received (SK)	-	50.00
- Interest on loan (SK)	7.12	4.97
- Remuneration (SK)	96.69	72.65
- Remuneration (SPK)	*	*

*Token remuneration of ₹ 12.00 (Rupees Twelve) paid to Chairman & Managing Director.

Note 27: Additional information to the financial statements (Contd.)

Balance outstanding as at the end of the year

Particulars	As at 31 March 2015 (₹/lacs)	As at 31 March 2014 (₹/lacs)
- Amount recoverable from subsidiary (XDIL)	163.92	64.38
- Amount payable to key managerial personnel (SPK)	150.00	270.00
- Amount payable to key managerial personnel (SK)	-	50.00

(ii) No amounts have been written off/provided for or written back during the year in respect of amount receivable from or payable to the related parties.

27.10 Operating Lease payments recognized in the Profit and Loss Statement for the year are as follows:

Particulars	As at 31 March 2015 (₹/lacs)	As at 31 March 2014 (₹/lacs)
Car lease rent	16.65	16.65

27.11 Earning Per share

Profit Attributable to Equity Share Holders	As at 31 March 2015 (₹/lacs)	As at 31 March 2014 (₹/lacs)
Profit after tax & before extra ordinary items (A)	296.65	602.53
Add/(Less): Extra ordinary item	127.37	-
Profit after tax & after extra ordinary items (B)	424.02	602.53
Weighted average number of equity shares outstanding during the period/year (C)	3343243	3343243
Basic and diluted EPS before extra ordinary item (A)/(C)	8.87	18.02
Basic and diluted EPS after extra ordinary item(B)/(C)	12.68	18.02

As per our report of even date attached

For **V. P. Jain & Associates**
Chartered Accountants
Firm Registration No. 015260N

(V. P. Jain)
Partner
Membership No. 81514

Place : New Delhi
Dated : May 30, 2015

SURINDER P. KANWAR
Chairman & Managing Director
(DIN :00033524)

SHALESH KUMAR
Chief Financial Officer
(PAN :BOCPS4686F)

SACHIT KANWAR
Joint Managing Director
(DIN :02132124)

KAUSHAL NARULA
Company Secretary
(PAN :AFKPN7593)

V.K. PARGAL(DIN :00076639)
P.K. MITTAL (DIN :00165315)
N.V. SRINIVASAN (DIN :00879414)
GAUTAM MUKHERJEE (DIN :02590120)
SATYA PRAKASH MANGAL (DIN :01052952)
Directors

Consolidated Financial Statements

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF RAUNAQ INTERNATIONAL LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of RAUNAQ INTERNATIONAL LIMITED (hereinafter referred to as "the Holding Company"), and its subsidiary (the holding company and its subsidiary together referred to as "the Group"), comprising of the consolidated Balance Sheet as at 31 March, 2015, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The holding company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the group 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. The respective Board of Directors of the companies included in the Group are responsible for 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the holding company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the 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 thereunder.

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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the holding company's preparation of the consolidated 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 holding company has an adequate internal financial controls system over financial reporting in place 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 holding company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Group, as at 31 March, 2015, and their consolidated Profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of subsidiary, Xlerate Driveline India Ltd., whose financial statements reflect total assets of ₹ 1892.38 Lacs as at 31 March, 2015, total revenues of ₹ 1812.71 Lacs and net cash flows amounting to ₹ (1.80) Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-sections (3) and (11) of section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 (hereinafter referred to as "the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditor's reports of the holding company and subsidiary company, ("the Group") we give below the statement on the matters specified in paragraph 3 & 4 of the Order.

(i) In respect of its fixed assets:

- (a) The group has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) The group has a programme of verification of fixed assets to cover all the items in a phased manner over a period of two years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the said programme, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no discrepancies were noticed on such verification.

(ii) In respect of its inventories:

- (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals, other than for contract work-in-progress in respect of civil/mechanical/erection contracts.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the respective company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the group has maintained proper records of its inventories and no discrepancies were noticed on physical verification.

(iii) The holding company has granted unsecured loan to its subsidiary company, covered in the register maintained under Section 189 of the Act. The interest as per terms and condition is received regularly. There is no overdue amount so far as repayment of principal is concerned.

(iv) In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the respective company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit we have not observed any continuing failure to correct major weaknesses in such internal control system.

(v) According to the information and explanations given to us, the group has not accepted any deposit during the year and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder, are not applicable to the group.

(vi) We have been informed by the management that no cost records have been prescribed under section 148(1) of the companies Act 2013 in respect of holding company's construction activities/any product manufactured by the subsidiary.

(vii) According to the information and explanations given to us in respect of statutory dues:

- (a) The group has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of the aforesaid statutory dues in arrears as at 31 March, 2015 for a period of more than six months from the date they became payable.
- (b) There are no dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess which have not been deposited as at 31 March, 2015 on account of any dispute except as detailed below:-

Name of the Statute	Nature of Dues	Amount of Tax(₹)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act	Excise Duty Penalty	22,63,487/-*	1996-97 & 1997-98	The Customs & Service Tax Appellate Tribunal, New Delhi
Haryana Vat Act	Vat	2,10,788/-	2011-12	Commissioner of Excise & taxation

* Fully provided

(c) Amounts which were required to be transferred to the Investor Education and Protection Fund by the group were transferred to such fund in time.

- (viii) The group does not have any accumulated losses at the end of the financial year and has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the group has not defaulted in the repayment of dues to financial institutions and banks. The company has not issued any debentures.
- (x) According to the information and explanations given to us, the holding company has not given guarantees for loans taken by others from banks and financial institutions during the financial year. However, guarantees given in earlier years were renewed during the financial year on terms which are not prejudicial to the interest of the company.
- (xi) In our opinion and according to the information and explanations given to us, the term loans have been applied by the group during the year for the purposes for which they were obtained.
- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud on or by the group has been noticed or reported during the year.
2. As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditor.
- (c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the holding company as on 31 March, 2015 taken on record by the board of directors of the holding company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the group companies, is disqualified as on 31 March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) 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:
- The group does not have any pending litigation which would have any material impact on its financial position in its financial statements.
 - The group has made provisions as required under the applicable law or accounting standards for material foreseeable losses on long term contracts. The group did not have any derivative contracts.
 - Amounts which were required to be transferred to the Investor Education and Protection Fund by the group were so transferred in time.

For **V.P. Jain & Associates**
Chartered Accountants
(FRN:015260N)



(V.P. Jain)
Partner

Place : New Delhi
Dated : May 30, 2015

(Membership No. 081514)

Consolidated Balance Sheet

as at 31 March, 2015

Particulars	Note No.	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
I. EQUITY AND LIABILITIES			
1. Shareholders' funds			
(a) Share capital	2	334.32	334.32
(b) Reserves and surplus	3	3227.65	3044.71
		3561.97	3379.03
2. Non-current liabilities			
(a) Long-term borrowings	4	292.26	92.82
(b) Deferred tax liabilities (net)	13	6.15	3.85
(c) Other long-term liabilities	5	5.64	3.85
(d) Long-term provisions	6	126.22	118.79
		430.27	219.31
3. Current liabilities			
(a) Short-term borrowings	7	630.91	963.87
(b) Trade payables	8	2455.75	2864.51
(c) Other current liabilities	9	1669.89	1864.97
(d) Short-term provisions	10	223.36	218.79
		4979.91	5912.14
TOTAL		8972.15	9510.48
II. ASSETS			
1. Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		1714.68	1583.87
(ii) Intangible assets		8.40	8.38
(iii) Capital work-in-progress		19.52	22.00
		1742.60	1614.25
(b) Non-current investments	12	146.98	146.98
(c) Long-term loans and advances	14	14.91	14.23
(d) Other non-current assets	15	4.89	43.39
		1909.38	1818.85
2. Current assets			
(a) Inventories	16	1099.81	2364.52
(b) Trade receivables	17	3322.36	3011.27
(c) Cash and cash equivalents	18	1876.88	1570.14
(d) Short-term loans and advances	19	726.12	715.13
(e) Other current assets	20	37.60	30.57
		7062.77	7691.63
TOTAL		8972.15	9510.48
See accompanying notes forming part of the financial statements	1-27		

As per our report of even date attached

For V. P. Jain & Associates
Chartered Accountants
Firm Registration No. 015260N

(V. P. Jain)
Partner
Membership No. 81514

Place : New Delhi
Dated : May 30, 2015

SURINDER P. KANWAR
Chairman & Managing Director
(DIN :00033524)

SHALESH KUMAR
Chief Financial Officer
(PAN :BOCPS4686F)

SACHIT KANWAR
Joint Managing Director
(DIN :02132124)

KAUSHAL NARULA
Company Secretary
(PAN :AFKPN7593J)

V.K. PARGAL(DIN :00076639)
P.K. MITTAL (DIN :00165315)
N.V. SRINIVASAN (DIN :00879414)
GAUTAM MUKHERJEE (DIN :02590120)
SATYA PRAKASH MANGAL (DIN :01052952)
Directors

Consolidated Statement of Profit and Loss

For the Year Ended 31 March, 2015

Particulars	Note No.	Year ended 31 March, 2015 (₹ in Lacs)	Year ended 31 March, 2014 (₹ in Lacs)
1. Revenue from operations (gross)	21	10051.39	15335.53
Less : Excise duty	21	255.43	203.82
Revenue from operations (net)		9795.96	15131.71
2. Other income	22	151.11	147.54
3. Total revenue		9947.07	15279.25
4. Expenses			
(a) Cost of materials consumed	23	4306.99	6818.27
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	23.a	(36.76)	(95.99)
(c) Employee benefits expense	24	1157.27	1224.63
(d) Finance costs	25	358.57	381.85
(e) Depreciation	11 (A)	115.83	123.55
(f) Other expenses	26	3817.58	6159.64
Total expenses		9719.48	14611.95
5. Profit / (Loss) before extraordinary items and tax		227.59	667.30
6. Extraordinary items		127.37	-
7. Profit / (Loss) before tax		354.96	667.30
8. Tax expense:			
(a) Current tax expense		140.00	320.00
(b) Deferred tax (benefit)/expense		2.29	20.67
		142.29	340.67
9. Profit / (Loss) for the year		212.67	326.63
10. Earnings per share (of ₹ 10/- each):			
Basic & Diluted (in ₹)	27.9	6.36	9.77
See accompanying notes forming part of the financial statements	1-27		

As per our report of even date attached

For **V. P. Jain & Associates**
Chartered Accountants
Firm Registration No. 015260N

(V. P. Jain)
Partner
Membership No. 81514

Place : New Delhi
Dated : May 30, 2015

SURINDER P. KANWAR
Chairman & Managing Director
(DIN :00033524)

SHALESH KUMAR
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Directors

Consolidated Cash Flow Statement

For the Year Ended 31 March, 2015

Particulars	For the year ended 31 March, 2015 (₹ in Lacs)	For the year ended 31 March, 2014 (₹ in Lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	227.59	667.30
Adjustments for:		
Depreciation & misc. expenditure written off	118.47	123.55
Share issue expenses	-	0.01
Loss on sale of fixed assets	16.19	10.68
Interest and other charges	358.57	373.66
Interest income	(128.77)	(135.48)
Profit on sale of asset	(0.06)	(0.39)
Dividend from non trade investments	(2.93)	(5.28)
Operating profit before working capital changes	589.06	1034.05
Adjustments for (increase)/decrease in operating assets:		
Trade receivables	(246.71)	(577.20)
Inventories	1264.70	1021.70
Other non current assets	38.50	38.50
Long term loans & advances	(0.68)	2.05
Short term loans & advances	(10.99)	(157.94)
Other current assets	0.03	(0.05)
Adjustments for (increase)/decrease in operating liabilities:		
Trade payables	(473.12)	(270.26)
Short term provisions	11.28	37.27
Other long term liabilities	1.79	1.79
Long term provisions	7.43	6.62
Other current liabilities	(236.28)	19.75
Cash generated from operations	945.01	(80.12)
Direct taxes paid (Net)	(140.00)	(320.00)
Net Cash from operating activities	805.01	(400.12)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(142.13)	(336.26)
Sale of fixed assets	17.04	7.84
Dividend from non trade investments	2.93	5.28
Interest received	128.77	135.48
Purchase of investments	-	(25.00)
Net Cash from/(used) in investment activities	6.61	(212.66)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital	-	25.00
Proceeds from long/short term borrowings (Net)	(92.72)	404.24
Interest and other charges paid	(358.57)	(373.66)
Dividend including dividend distribution tax paid	(46.51)	(37.30)
Share issue expenses	-	(0.01)
Net Cash (used)/from financing activities	(497.80)	18.27
Net increase/(decrease) in cash and cash equivalents	313.82	(594.51)
Opening balance of cash and cash equivalents *	1600.66	2195.17
Closing balance of cash and cash equivalents *	1914.48	1600.66
* Including interest accrued		
Notes :		
1. The cash flow is based on and derived from the accounts of the company for the year ended 31 March, 2015 and 31 March, 2014.		
2. Cash and cash equivalents comprise of:		
Cash on hand	2.49	3.06
With scheduled banks:		
On current accounts	383.85	92.13
On margin accounts	1490.54	1474.95
On fixed deposit accounts (including interest accrued)	37.60	30.52
Cash and cash equivalents at the end of the year	1914.48	1600.66
3. Balance in Current Accounts include balance in unpaid dividend accounts amounting to ₹ 11.39 Lacs as on 31 March, 2015 and ₹ 10.96 Lacs as on 31 March, 2014.		

As per our report of even date attached

For **V. P. Jain & Associates**

Chartered Accountants

Firm Registration No. 015260N

(V. P. Jain)

Partner

Membership No. 81514

SURINDER P. KANWAR
Chairman & Managing Director
(DIN :00033524)

SACHIT KANWAR
Joint Managing Director
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SATYA PRAKASH MANGAL (DIN :01052952)

Directors

Place : New Delhi

Dated : May 30, 2015

SHALES KUMAR
Chief Financial Officer
(PAN :BOCPS4686F)

KAUSHAL NARULA
Company Secretary
(PAN :AFKPN7593J)

Notes

Forming part of the Consolidated Financial Statements

Note	Particulars
1	SIGNIFICANT ACCOUNTING POLICIES
1.1	The financial statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (“GAAP”) under the historical cost convention on the accruals basis to comply with the accounting standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 (“the Act”). The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year except for change in the accounting policy for depreciation [Refer Note 11(B)].
1.2	The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known /materialized.
1.3	<p>a) The consolidated financial statements have been prepared in accordance with the principles and procedures for the preparation and presentation of the consolidated financial statements as laid down in accounting standard (AS 21) “Consolidated Financial Statements”.</p> <p>b) The excess of cost to the parent company of its investments in subsidiaries over its share of equity in the subsidiary at the date on which investment was made is recognized in the financial statements as goodwill. The excess of company’s portion of equity of the subsidiary over the cost of investment as at the date of its investment is treated as capital reserve.</p>
1.4	Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation. Cost is inclusive of duties, taxes (non-adjustable), any directly and indirectly attributed cost of bringing the assets to its working condition for its intended use, including depreciation on the machines used for manufacturing of assets. Financing cost on borrowings for acquisition or construction of fixed assets, for the period upto the date of acquisition of fixed assets or when the assets are ready to put to use / the date of commencement of commercial production, is included in the cost of fixed assets.
1.5	Borrowing cost that is directly attributable to the acquisition or construction of a qualifying asset is considered as part of the cost of that asset. Other borrowing costs are recognized as an expense in the year in which they are incurred.
1.6	The depreciation is charged as under :- <p>a) In the group, depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in schedule II to the Act.</p> <p>b) In subsidiary company, intangible assets are amortised over a period of six years on the basis of technical report by experts.</p>
1.7	Inventories are valued as under :- <p>A. In holding company :-</p> <p>(a) Raw materials, components, stores & spares are valued at cost or net realisable value whichever is less.</p> <p>(b) The contracts work-in-progress as at the end of the year is valued on percentage of completion method as per AS 7 “Construction contracts”.</p> <p>B. In subsidiary company :-</p> <p>(a) Raw materials, components, stores & spares are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of finished goods are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on a weighted average basis.</p> <p>(b) Work-in-progress valued at weighted average cost. The cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity.</p> <p>(c) Finished goods valued at lower of cost and net realisable value. Finished goods cost includes cost of conversion and other cost incurred in bringing the inventories to their present location and condition. Cost of inventories is computed on weighted average basis.</p> <p>Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.</p>
1.8	In the subsidiary company, sales are accounted on the basis of actual dispatches when significant risks and rewards of ownership are passed on to the customers. Sales are net of sales tax/value added tax/trade discounts. Duty drawback (Export incentive) is recognised when the goods are handed over to customs for exports.
1.9	Excise duty is accounted on the basis of both, payments made in respect of goods cleared and also provision made for goods lying in bonded warehouses.

Note	Particulars
1.10	For the purpose of classifying an asset as current or non current on operating cycle basis, the scheduled period of contract completion increased by any extension allowed by the contractee is considered to be operating cycle. Trade receivables due for payment for the purpose of classifying as current/non-current are classified from the date when defect liability period or retention period ends.
1.11	(a) Dividend income is recognized when the right to receive the dividend is established. (b) Interest income is recognized on time proportion basis.
1.12	The following items are accounted for based on certainty of realization/ payments: (a) Extra items claim. (b) Insurance claims. (c) Any receipts/additional liability on account of pending income tax, sales tax and excise duty assessments. (d) Penalties or interests, if any, on delayed payment of statutory dues.
1.13	Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction. All foreign currency monetary items outstanding at the year end are translated at the year end rate. The difference between the rate prevailing on the date of transaction and on the date of settlement as also on translation of foreign currency monetary items at the end of the year is recognized as income or expense, as the case may be, for the year.
1.14	(a) Investments are either classified as non-current or current investments. The cost of investments includes acquisition charges such as brokerage, fees and duties. (b) Current investments are carried at lower of cost and fair value. Non-current investments are carried at cost and provisions are recorded to recognize any decline, other than temporary, in the carrying value of each investment.
1.15	(a) Short Term Employee Benefits: Short term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss statement for the year in which related services are rendered. (b) Defined Contribution Plans: Company's contributions and other amount, if any, payable during the year towards Provident Fund, Pension Fund and Employee State Insurance are recognized in the profit and loss statement of the year. (c) Defined Benefit Plans: Company's liability towards gratuity in accordance with Payment of Gratuity Act, 1972 and other long term benefits are determined and accounted in accordance with AS-15 (Revised) based on the Actuarial Valuation as on the balance sheet date. So far as the gratuity is concerned the company contributes the ascertained liability to the Life Insurance Corporation of India which administers the contributions and makes the payment at retirement, death or incapacitation of employment to employee.
1.16	Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating Lease payments are recognized as an expense in the profit & loss statement as per the lease terms.
1.17	The company provides current tax based on the provisions of the Income Tax Act applicable to it. Timing differences between book profit and taxable profit, if any, is recognized as deferred tax asset considering prudence.
1.18	Basic Earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.
1.19	An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged for when an asset is identified as impaired.
1.20	Provisions are recognized in terms of Accounting Standard 29 – 'Provisions, Contingent Liabilities and Contingent Assets', when there is a present legal or statutory obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Contingent Liabilities are recognized only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where there reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for. Contingent assets are not recognized in the financial statements.

Note 2 : Share capital

Particulars	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares	₹ in Lacs	Number of shares	₹ in Lacs
(a) Authorised				
Equity shares of ₹ 10 each with voting rights	3,50,00,000	3500.00	3,50,00,000	3500.00
Cumulative Redeemable Convertible or Non-convertible Preference shares of ₹ 100 each	5,00,000	500.00	5,00,000	500.00
		4000.00		4000.00
(b) Issued, Subscribed and Fully paid up				
Equity shares of ₹ 10 each with voting rights	3,343,243	334.32	3,343,243	334.32
Total	3,343,243	334.32	3,343,243	334.32

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Issue of Bonus Shares	Closing Balance
Equity shares with voting rights			
Year ended 31 March, 2015			
- Number of shares	3343243	-	3343243
- Amount (₹ Lacs)	334.32	-	334.32
Year ended 31 March, 2014			
- Number of shares	1337297	2005946	3343243
- Amount (₹ Lacs)	133.73	200.59	334.32

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Mr. Surinder P. Kanwar	1866695	55.83	2085395	62.38
Gulab Merchandise Private Limited	244825	7.32	-	-

(iii) Rights and Restrictions attached to Equity shares :

Each holder of Equity shares is entitled to one vote per share. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Note 3 : Reserves and surplus

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
(a) Capital reserve		
Opening balance	0.68	0.68
Closing balance	0.68	0.68
(b) Securities premium account		
Opening balance	162.43	162.43
Closing balance	162.43	162.43
(c) General reserve		
Opening balance	1325.27	1325.86
Less : Utilised for issue of Bonus Shares	-	200.59
Add: Transferred from surplus in Statement of Profit and Loss	100.00	200.00
Closing balance	1425.27	1325.27
(d) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	1556.33	1500.11
Add: Profit / (Loss) for the year	212.67	326.63
Add: Adjustment of carrying amount of Fixed Assets	10.51	-
Less:		
Dividend proposed to be distributed to equity shareholders (₹ 1.00 per share, previous year ₹ 1.20 per share)	33.43	40.12
Tax on dividend	6.81	6.82
Dividend to equity shareholders for earlier year	-	20.06
Tax on above dividend	-	3.41
Transferred to:		
General reserve	100.00	200.00
Closing balance	1639.27	1556.33
Total	3227.65	3044.71

Note 4 : Long-term borrowings

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
(a) Term loans		
From banks		
Secured (See Notes Below)	117.26	92.82
(b) Loans and advances from related parties		
Unsecured	175.00	-
Total	292.26	92.82

Notes:

(i) Details of terms of repayment for the other long-term borrowings and security provided in respect of the secured other long-term borrowings:

Particulars	Terms of repayment	ROI	Security	As at 31 March, 2015 Secured (₹ in Lacs)	As at 31 March, 2014 Secured (₹ in Lacs)
Term loans from banks:					
Axis Bank Limited	59 EMI	9.76%	Against Hypothecation of Excavator	16.73	27.23
Axis Bank Limited	59 EMI	10.76%	Against Hypothecation of Rock Breaker	3.31	5.37
Axis Bank Limited	59 EMI	10.13%	Against Hypothecation of Hydra Crane	7.66	12.44
Axis Bank Limited	47 EMI	11.00%	Against Hypothecation of DG Set	4.40	6.97
Axis Bank Limited	36 EMI	10.50%	Against Hypothecation of Batching Plant	10.30	15.97
Axis Bank Limited	47 EMI	10.50%	Against Hypothecation of Excavator	6.34	12.62
Axis Bank Limited	47 EMI	10.50%	Against Hypothecation of Hydra Crane	6.15	12.22
HDFC Bank Limited	23 EMI	10.31%	Against Hypothecation of Crane	20.80	-
Oriental Bank of Commerce	36 EMI	10.50%	Against Hypothecation of Vehicle	41.57	-
Total				117.26	92.82

(ii) For the current maturities of long-term borrowings, refer item (a) in Note 9 Other current liabilities.

Note 5 : Other long-term liabilities

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
Trade Payables:		
Other than Acceptances	5.64	3.85
Total	5.64	3.85

Note 6 : Long-term provisions

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
(a) Provision for employee benefits:		
Provision for compensated absences	80.95	73.52
(b) Provision - Others:		
Provision for Excise Duty	45.27	45.27
Total	126.22	118.79

Note 7 : Short-term borrowings

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
(a) Loans repayable on demand		
From banks		
Secured (See Notes below)	554.55	738.54
	554.55	738.54
(b) Loans and advances from related parties		
Unsecured	-	225.33
(c) NSIC RMA Account (Secured against Bank Guarantee)	76.36	-
Total	630.91	963.87

Notes:**(i) Details of security for the secured short-term borrowings:**

Particulars	Nature of security	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
Loans repayable on demand from banks:			
SBI Cash Credit A/c	Against pari passu charge on moveable fixed assets and current assets of the company	133.25	157.42
ICICI Cash Credit A/c		155.97	286.48
OBC Cash Credit A/c	stock and debtors	265.33	294.64
Total		554.55	738.54

(ii) Above secured short-term borrowings are also guaranteed by promotor directors.**Note 8 : Trade payables**

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
Trade payables:		
Payable to Micro, small and medium enterprises	-	-
Acceptances	-	154.85
Other than Acceptances	2455.75	2709.66
Total	2455.75	2864.51

Note 9 : Other current liabilities

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
(a) Current maturities of long-term debt (Refer Note (i) below)	75.74	34.95
(b) Unpaid dividends	11.39	10.97
(c) Other payables		
(i) Statutory Dues	44.70	65.20
(ii) Payables on Purchase of Fixed Assets & CWIP	5.25	5.71
(iii) Employees Dues	70.17	129.20
(iv) Contractually reimbursable expenses	-	9.01
(v) Security deposits from customers	32.51	35.00
(vi) Contract mobilisation advances from customers	1277.19	1384.79
(vii) Other payables	152.94	190.14
Total	1669.89	1864.97

Note (i): Current maturities of long-term debt (Refer Note (i) in Note 4 - Long-term borrowings for details of security) :

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
Term loans from Banks (Secured)		
Axis Bank Excavator Loan	10.50	9.52
Axis Bank Rock Breaker Loan	2.05	1.85
Axis Bank Crane Loan	4.78	4.34
Axis Bank D G Set Loan	2.58	2.31
Axis Bank Batching Plant Loan	5.68	5.11
Axis Bank Crane Loan	6.26	5.64
HDFC Bank Crane Loan	17.28	-
HDFC Bank Hydra Crane Loan	-	0.71
Oriental Bank of Commerce Car Loan	20.54	-
Axis Bank D G Set Loan	6.07	5.47
Total	75.74	34.95

Note 10 : Short-term provisions

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
(a) Provision for employee benefits:		
(i) Provision for compensated absences	15.55	7.45
(b) Provision - Others:		
(i) Provision for proposed equity dividend	33.43	40.12
(ii) Provision for tax on proposed dividends	6.81	6.82
(iii) Provision for other outstanding liabilities	167.57	164.40
	207.81	211.34
Total	223.36	218.79

Note 11(A) Tangible Fixed Assets

(₹ In Lacs)

Particulars	Gross Block At Cost				Depreciation				Net Block		
	As At 01/04/2014	Addition	Disposals	As At 31/03/2015	Upto 31/03/2014	For The Year	Write Back on Sale	Other Adjustments	Up To 31/03/2015	As At 31/03/2015	As At 31/03/2014
TANGIBLE ASSETS											
LAND	534.34	-	-	534.34	-	-	-	-	-	534.34	534.34
PLANT & MACHINERY	1057.81	2.42	-	1060.23	211.98	70.43	-	(103.10)	179.31	880.92	845.83
TOOLS AND DIES	85.68	47.38	0.60	132.46	4.23	20.11	0.06	-	24.28	108.18	81.45
TRACTOR	1.56	-	-	1.56	1.45	0.12	-	(0.10)	1.47	0.09	0.11
OFFICE EQUIPMENTS	5.65	1.56	-	7.21	2.50	1.39	-	(0.63)	3.26	3.95	3.15
FURNITURE & FIXTURES	78.43	3.62	9.18	72.87	19.37	2.71	1.65	(6.87)	13.56	59.30	59.06
ELECTRICALS FITTINGS	4.64	0.09	-	4.73	1.75	0.43	-	0.01	2.19	2.55	2.89
VEHICLES	59.60	76.64	42.72	93.52	36.83	8.11	17.62	(18.17)	9.15	84.37	22.78
COMPUTERS	94.92	11.90	-	106.82	75.55	13.99	-	(9.00)	80.54	26.28	19.37
ELECTRIC INSTALLATION	17.25	-	-	17.25	2.35	0.20	-	-	2.55	14.70	14.90
TOTAL TANGIBLE ASSETS	1939.88	143.61	52.50	2030.99	356.01	117.49	19.33	(137.86)	316.31	1714.68	1583.87
INTANGIBLE ASSETS											
GOODWILL	0.07	-	-	0.07	-	-	-	-	-	0.07	0.07
SOFTWARES	9.34	1.00	-	10.34	1.03	0.98	-	-	2.01	8.33	8.31
TOTAL INTANGIBLE ASSETS	9.41	1.00	-	10.41	1.03	0.98	-	-	2.01	8.40	8.38
Depreciation Capitalised during the year						(2.64)					
Total	1949.29	144.61	52.50	2041.40	357.04	115.83	19.33	-	318.32	1723.08	1592.25
(Previous Year)	1511.67	494.07	56.45	1949.29	261.46	123.55	32.39	-	357.04	-	1250.21
Capital Work-in-progress											
Tool Room										19.52	22.00
Total - Capital work-in-progress										19.52	22.00

- (B) 1. The group has revisited and changed the method of depreciation of fixed assets from written down value (WDV) method to straight line method (SLM) as on April 01, 2014. As a result of this change, the surplus i.e. excess depreciation of ₹ 127.37 lacs as on April 01, 2014 has been disclosed as an extraordinary item in holding company whereas in subsidiary company, the surplus depreciation of ₹ 9.94 lacs has been netted off against the depreciation for the year ended March 31, 2015.
2. Pursuant to the notification of schedule II to the Act, the Company also revised the estimated useful life of its assets to align the useful life with those specified in schedule II.
3. Pursuant to the transition provisions prescribed in schedule II to the Act, the holding company has fully depreciated the carrying value of assets (determined after considering the change in method of depreciation from WDV to SLM), net of residual value, where the remaining useful life of the asset was determined to be nil as on April 01, 2014, and has adjusted the amount of ₹ 10.51 lacs against the opening surplus balance in the statement of profit and loss under reserve and surplus. The depreciation and amortisation expense in the statement of profit & loss for the year is lower by ₹ 8.81 lacs consequent to above change in the method of depreciation.
- The depreciation and amortisation expense in the statement of profit & loss for the year is higher by ₹ 38.43 lacs consequent to change in the useful life of the assets.

Note 12 : Non-current investments

(₹ In Lacs)

Particulars	As at 31 March, 2015			As at 31 March, 2014		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
Investments (At cost less provision for other than temporary diminution)						
A Other investments						
(a) Investment in equity instruments						
(i) of other entities						
293300 Equity Shares of ₹ 10 each fully paid up in Bharat Gears Ltd.	146.88	-	146.88	146.88	-	146.88
10000 Equity Shares of ₹ 10 each fully paid up in BST Mfg. Ltd. (Net of Provision, for other than temporary diminution, ₹ 10000)	-	1.25	1.25	-	1.25	1.25
Total - Other investments	146.88	1.25	148.13	146.88	1188.95	148.13
Less: Provision for diminution in value of investments			1.15			1.15
Total			146.98			146.98
Aggregate amount of quoted investments			146.88			146.88
Aggregate market value of listed and quoted investments			213.08			115.27
Aggregate amount of unquoted investments (Net of Provision)			0.10			0.10

Note 13 : Deferred Tax Assets (Net)

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
Arising on account of timing difference in -		
(a) Provision for doubtful advances	0.19	0.19
(b) Provision for diminution in value of investment	0.41	0.41
(c) Depreciation	(55.77)	(42.43)
(d) Disallowance u/s 43B of I.T. Act	17.36	16.48
(e) Employees Benefits as per AS-15	28.09	17.93
(f) Others	3.57	3.57
Total	(6.15)	(3.85)

Note 14 : Long-term loans and advances

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
Security deposits		
Unsecured, considered good	14.91	14.23
Total	14.91	14.23

Note 15 : Other non-current assets

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
Long-term trade receivables		
Unsecured, considered good	4.89	43.39
Doubtful	38.51	-
	43.40	43.39
Less: Provision for doubtful trade receivables	38.51	-
Total	4.89	43.39

Note 16 : Inventories

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
(a) Raw materials	77.25	275.47
	77.25	275.47
(b) Work-in-progress Contracts Inventory	10248.35	13372.44
Less : Payments received	9326.49	11396.62
	921.86	1975.82
(c) Finished goods	97.61	107.23
	97.61	107.23
(d) Stores & Spares	3.09	6.00
	3.09	6.00
Total	1099.81	2364.52

Note 17 : Trade receivables

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
Trade receivables outstanding for over six months		
Unsecured, considered good	291.94	131.26
Other trade receivables		
Unsecured, considered good	3030.42	2880.01
Total	3322.36	3011.27

Note 18 : Cash and cash equivalents

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
(a) Cash on hand	2.49	3.06
(b) Balances with banks		
(i) In current accounts	372.46	81.17
(ii) In earmarked accounts		
- Unpaid dividend accounts	11.39	10.96
- Balances held as margin money (Refer Note (i) below)	1490.54	1474.95
Total	1876.88	1570.14

Note:

- (i) Balances with banks held as margin money include deposits amounting to ₹ 517.64 Lacs (As at 31 March, 2014 ₹ 743.52 Lacs) which have an original maturity of more than 12 months.

Note 19 : Short-term loans and advances

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
(a) Security deposits		
Unsecured, considered good	8.09	4.44
(b) Loans and advances to employees		
Unsecured, considered good	8.21	4.67
(c) Prepaid expenses		
Unsecured, considered good	167.13	183.21
(d) Advance income tax (net of provisions)		
Unsecured, considered good	260.23	227.89
(e) Others		
Unsecured, considered good	282.46	294.92
Advances recoverable in cash or in kind or for value to be received	0.54	0.54
Doubtful	283.00	295.46
Less: Provision for other doubtful loans and advances	0.54	0.54
	282.46	294.92
Total	726.12	715.13

Note 20 : Other current assets

Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
Interest accrued on fixed deposits with Banks	37.60	30.57
Total	37.60	30.57

Note 21 : Revenue from operations

Particulars	Year Ended 31 March, 2015 (₹ in Lacs)	Year Ended 31 March, 2014 (₹ in Lacs)
(a) Sale of products	2037.50	1615.32
(b) Sale of services (Completed Contracts/Supply Contracts)	11250.89	8235.38
(c) Increase/(Decrease) in WIP of contracts inventory (Net of Completed Contracts)	(3329.34)	5476.38
(d) Other Operating Revenues :-		
Sale of Scrap	22.77	8.45
Hire Charges Received	69.57	-
Revenue from operations (Gross)	10051.39	15335.53
Less:		
(e) Excise duty	255.43	203.82
Revenue from operations (Net)	9795.96	15131.71

Note 22 : Other income

Particulars	Year Ended 31 March, 2015 (₹ in Lacs)	Year Ended 31 March, 2014 (₹ in Lacs)
(a) Interest income (Refer Note (i) below)	128.77	135.48
(b) Dividend income: from long-term investments associates	2.93	5.28
(c) Other non-operating income (Refer Note (ii) below)	19.41	6.78
Total	151.11	147.54
Notes:		
(i) Interest income comprises: Interest from banks on: Deposits	128.77	135.48
Total - Interest income	128.77	135.48
(ii) Other non-operating income comprises: Profit on sale of fixed asset	0.06	0.39
Unclaimed balances written back	0.50	5.27
Foreign exchange fluctuation gain	2.40	0.04
Miscellaneous income	16.45	1.08
Total - Other non-operating income	19.41	6.78

Note 23 : Cost of materials consumed

Particulars	Year Ended 31 March, 2015 (₹ in Lacs)	Year Ended 31 March, 2014 (₹ in Lacs)
Opening stock	161.42	101.70
Add: Purchases	4222.82	6877.99
	4384.24	6979.69
Less: Closing stock	77.25	161.42
Cost of material consumed	4306.99	6818.27

Note 23.a Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	Year Ended 31 March, 2015 (₹ in Lacs)	Year Ended 31 March, 2014 (₹ in Lacs)
Inventories at the end of the year:		
Finished goods	97.61	107.23
Work-in-progress	46.38	-
	143.99	107.23
Inventories at the beginning of the year:		
Finished goods	107.23	11.24
	107.23	11.24
Net (increase) / decrease	(36.76)	(95.99)

Note 24 : Employee benefits expense

Particulars	Year Ended 31 March, 2015 (₹ in Lacs)	Year Ended 31 March, 2014 (₹ in Lacs)
Salaries and wages	1009.40	1077.47
Contributions to provident and other funds	81.56	77.35
Staff welfare expenses	66.31	69.81
Total	1157.27	1224.63

Note 25 : Finance costs

Particulars	Year Ended 31 March, 2015 (₹ in Lacs)	Year Ended 31 March, 2014 (₹ in Lacs)
(a) Interest expense on:		
(i) Borrowings	137.87	113.74
(ii) Trade payables	16.63	8.83
(b) Other borrowing costs (Bank and other financing charges)	204.07	259.28
Total	358.57	381.85

Note 26 : Other expenses

Particulars	Year Ended 31 March, 2015 (₹ in Lacs)	Year Ended 31 March, 2014 (₹ in Lacs)
Consumption of stores and spare parts	224.00	262.15
Erection Expenses	2459.36	4763.00
Power and fuel	49.17	52.98
Hire Charges	30.92	93.01
Travelling & Conveyance	150.14	190.35
Rent	92.49	80.78
Repairs and maintenance - Machinery	15.04	4.26
Insurance	36.31	37.82
Rates and taxes	140.00	189.86
Freight and forwarding	141.95	113.48
Marketing service fees	105.84	84.99
Payments to auditors (Refer Note (i) below)	7.56	7.36
Loss on fixed assets sold	16.19	10.68
Legal & professional charges	77.43	108.10
Foreign exchange fluctuation loss	6.99	10.59
Provision for doubtful debts	38.51	-
Miscellaneous expenses	225.68	150.23
Total	3817.58	6159.64

Note :

(i) Payments to the auditors comprises (including service tax)

Fees :-		
Statutory audit	3.41	3.41
Company law matters	0.62	0.45
Limited review and other certifications	3.12	3.04
Reimbursement of expenses	0.41	0.46
Total	7.56	7.36

Note 27: Additional information to the financial statements

Note	Particulars	As at 31 March, 2015 (₹ in Lacs)	As at 31 March, 2014 (₹ in Lacs)
27.1	Contingent liabilities:		
	1. Guarantees/Letter of credit given by the banks which are counter guaranteed by the company and secured against fixed & current assets	8826.65	8556.90
	2. Others where company had gone in to appeals before appropriate authorities:		
	- Sales Tax	2.11	-
	- Income Tax	5.72	45.13

27.2 Lease Rental:

In accordance with the Accounting Standard on 'Leases' (AS 19), the following disclosures in respect of Operating Leases are made : The subsidiary company has acquired properties under cancellable operating leases for a period of 20 years. The total minimum lease payments for the current year, in respect thereof, included under rent, amounts to ₹ 26.84 lacs (Previous Year ₹ 24.60 Lacs). The future minimum lease payments in respect of properties taken under cancellable operating lease are as follows:

Period	2014-15 (₹ in Lacs)	2013-14 (₹ in Lacs)
Not later than one year	26.84	24.60
Later than one year but not later than 5 years	119.98	114.29
More than 5 years	526.53	559.07

27.3 In response to the request made in March 2015 to the Suppliers for providing copy of the registration certificate, if registered under Micro, Small and Medium enterprises Development Act 2006, none has sent certificate of registration with prescribed authority. Based on these information there is no principal amount and the interest due thereon remaining unpaid as at the year ended on 31 March, 2015.

27.4 The Ministry of Corporate Affairs has notified Section 135 of the Act, on Corporate Social Responsibility with effect from 1 April, 2014. As per the provisions of the said section, the amount of ₹ 16.34 lacs was required to be spent on CSR activities by the holding company during the year, however, considering the performance for the year, the holding company has not spent the required funds on CSR activities.

27.5 Employee Benefits:

Defined contribution plan:

The employer's contributions to the Provident Fund and Superannuation Fund are charged to the profit and loss statement

Defined benefit plan / Long term compensated Absences:

The liability towards gratuity (Funded) and compensated absences is determined on the basis of the year end actuarial valuation done by an independent actuary. The actuarial gains and losses determined by the actuary are recognized immediately in the Profit and Loss Statement as an income or expense.

27.5(a) Defined Contribution Plan:

(₹ In lacs)

During the year, the group has recognised the following amounts in the profit & loss statement:

Particulars	Year Ended 2014-15	Year Ended 2013-14
Contribution to provident fund and family pension fund	48.71	49.91
Contribution to superannuation fund	19.33	21.31

Note 27: Additional information to the financial statements (Contd.)

27.5(b) Defined Benefit Plan:

A general description of the employees benefit plans:

(i) Gratuity (Funded)

The holding company has an obligation towards gratuity, a funded defined benefits retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment, of an amount calculated in accordance with the provisions of the Payment of Gratuity Act, 1972.

Details of defined benefit plans - As per Actuarial Valuation as on 31 March, 2015

Particulars	Year ended 31 March, 2015		Year ended 31 March, 2014	
	Gratuity Funded	Gratuity Unfunded	Gratuity Funded	Gratuity Unfunded
Components of employers expenses				
Current service cost	9.30	1.03	9.83	0.61
Interest cost	7.74	0.06	9.07	0.03
Expected return on plan assets	(9.56)	-	(10.65)	-
Actuarial losses/(gains)	0.42	0.17	(7.65)	(0.17)
Total expenses recognized in the profit & loss statement *	7.90	1.26	0.62	0.46
(* Included in Note No. 24)				
Actual contribution & benefits payment for the year				
Actual benefit payments	13.33	-	(15.44)	-
Actual contributions	2.05	-	0.78	-
Net asset/(liability) recognised in the balance sheet				
Present value of defined benefits obligation	100.89	2.01	96.76	0.74
Fair value of plan assets	111.21	-	114.47	-
Funded status [surplus/(deficit)]	10.32	(2.01)	17.71	(0.74)
Net asset/(liability) recognized in the balance sheet	10.32	2.01	17.71	(0.74)
Change in defined benefit obligation during the year				
Present value of defined benefit obligation as at the beginning of the year	96.76	0.74	100.75	0.28
Current service cost	9.30	1.03	9.83	0.61
Interest cost	7.74	0.06	9.07	0.03
Actuarial losses /(gains)	0.42	0.17	(7.46)	(0.17)
Benefits paid	(13.33)	-	(15.44)	-
Present value of defined benefits obligation as at the end of the year	100.89	2.01	96.76	0.74
Change in fair value of the plan assets during the year				
Plan asset as at the beginning of the year	114.47	-	118.31	-
Expected return on plan assets	9.56	-	10.82	-
Actual company contributions	2.05	-	0.78	-
Benefits paid	(13.33)	-	(15.44)	-
Plan assets as at the end of the year	111.21	-	114.47	-

Note 27: Additional information to the financial statements (Contd.)

Particulars	Year ended 31 March, 2015		Year ended 31 March, 2014	
	Gratuity Funded	Gratuity Unfunded	Gratuity Funded	Gratuity Unfunded
Actuarial assumptions				
Discount rate	8.00%	8.00%	9.00%	9.00%
Expected return on plan assets	9.00%	-	9.15%	-
Salary escalation rate	5.00%	5.00%	5.00%	5.00%

The expected rate of return on the plan asset (Gratuity-Funded) is based on the average long term rate of return expected on investments of funds during estimated term of obligation. Actual return on plan assets is ₹9.56 lacs.

The assumption of the future salary increases, considered in actuarial valuation, takes into account the inflation, seniority, promotion & other relevant factors.

The major categories of plan assets as a percentage of the total plan assets.

Insurer managed funds	100%		100%	
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Experience adjustments

Present value of defined benefit obligation as at the end of the year	100.89	-	96.76	-
Fair value of plan asset as at the end of the year	111.21	-	114.47	-
Funded status [surplus/(deficit)]	10.32	-	17.71	-
Experience adjustment on plan liabilities	(5.22)	-	(3.39)	-
Experience adjustment on plan asset	(0.69)	-	(0.21)	-

The liability for leave encashment is accounted for on accrual basis on actuarial valuation at the year end.

Note: Figures in brackets showing negative amount.

27.6 Segment Reporting

Based on the guiding principles given in Accounting Standard on "Segment Reporting" (AS-17) issued by the Institute of Chartered Accountants of India, this Accounting Standard is not applicable.

27.7 Related party transactions

a) Enterprises over which key managerial personnel is able to exercise significant influence (Associates) :

- Bharat Gears Limited (BGL)
- Vibrant Finance & Investment Pvt. Ltd. (VFIPL)
- Ultra Consultants Pvt. Ltd. (UCPL)
- Future Consultants Pvt. Ltd. (FCPL)
- ClipLok Simpak (India) Pvt. Ltd. (CSPL)
- Samreet Investment & Management Consultancy Pvt. Ltd. (SIMCPL)
- Gulab Merchandise Pvt. Ltd. (GMPL)

b) Key Managerial Personnel:

- Mr. Surinder P. Kanwar (SPK) – CMD
- Mr. Sachit Kanwar (SK) – JMD

Note: Related parties are as identified by the company and relied upon by the auditors.

Note 27: Additional information to the financial statements (Contd.)**Details of transactions with the related parties and their relatives during the year ended 31 March, 2015****A. Enterprises over which key managerial personnel is able to exercise significant Influence:**

Nature of Transaction	2014-15 (₹/Lacs)	2013-14 (₹/Lacs)
- Rent paid (BGL)	11.46	1.96
- Marketing service fee (BGL)	105.84	84.99
- Job work (BGL)	-	0.08
- Rent paid (VFIPL)	2.70	2.70
- Corporate guarantee (VFIPL) offered for credit limits availed by company from:		
- ING Vysya Bank Ltd.	1000.00	1000.00
- SBI Mumbai	7700.00	7700.00
- ICICI Bank Ltd.	2300.00	2300.00
- Unsecured loan (GMPL)	-	30.00
- Interest on loan (GMPL)	7.00	8.54
- Unsecured loan (UCPL)	-	55.00
- Interest on loan (UCPL)	5.50	3.79

B. Key Managerial Personnel:

Nature of Transaction	2014-15 (₹/Lacs)	2013-14 (₹/Lacs)
- Personal guarantee given to banks for credit limits availed by company (SPK)	12430.00	12430.00
- Personal guarantee given to banks for credit limits availed by company (SK)	405.00	405.00
- Unsecured loan received (SPK)	-	150.00
- Interest on loan (SPK)	6.00	2.85
- Unsecured loan received (SK)	-	100.00
- Interest on loan (SK)	7.12	7.28
- Remuneration (SK)	96.69	72.65
- Remuneration (SPK)	*	*

*Token remuneration of ₹ 12.00 (Rupees Twelve) paid to Chairman & Managing Director.

Balance outstanding as at the end of the year

Particulars	As at 31 March 2015 (₹/Lacs)	As at 31 March 2014 (₹/Lacs)
- Amount recoverable from enterprises over which Key managerial personnel is able to exercise significant influence	152.43	154.96
- Amount payable to Key managerial personnel (SPK)	200.00	320.33
- Amount payable to Key managerial personnel (SK)	-	50.00

(ii) No amounts have been written off/provided for or written back during the year in respect of amount receivable from or payable to the related parties.

Note 27: Additional information to the financial statements (Contd.)

27.8 Operating Lease payments recognized in the Profit and Loss Statement for the year are as follows:

Particulars	As at 31 March 2015 (₹/lacs)	As at 31 March 2014 (₹/lacs)
Car lease rent	16.65	16.65
Factory shed rent	22.38	18.83

27.9 Earning Per share

Profit attributable to equity share holders	As at 31 March 2015 (₹/lacs)	As at 31 March 2014 (₹/lacs)
Profit after tax & before extra ordinary items (A)	85.30	326.63
Add/(Less): extra ordinary items	127.37	-
Profit after tax & after extra ordinary items (B)	212.67	326.63
Weighted average number of equity shares outstanding during the period/year (C)	3343243	3343243
Basic and diluted EPS before extra ordinary items (A)/(C)	2.55	9.77
Basic and diluted EPS after extra ordinary items (B)/(C)	6.36	9.77

27.10 Details of subsidiary companies considered in the consolidated financial statements are :

Name of the Company	Country of incorporation	Proportion of Ownership as on 31.03.2015
Xlerate Driveline India Limited	India	100%

As per our report of even date attached

For **V. P. Jain & Associates**

Chartered Accountants

Firm Registration No. 015260N

(V. P. Jain)
Partner
Membership No. 81514

SURINDER P. KANWAR
Chairman & Managing Director
(DIN :00033524)

SACHIT KANWAR
Joint Managing Director
(DIN :02132124)

V.K. PARGAL(DIN :00076639)
P.K. MITTAL (DIN :00165315)

N.V. SRINIVASAN (DIN :00879414)

GAUTAM MUKHERJEE (DIN :02590120)

SATYA PRAKASH MANGAL (DIN :01052952)
Directors

Place : New Delhi
Dated : May 30, 2015

SHALESH KUMAR
Chief Financial Officer
(PAN :BOCPS4686F)

KAUSHAL NARULA
Company Secretary
(PAN :AFKPN7593J)

RAUNAQ INTERNATIONAL LIMITED

“FORM AOC-I”

[Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014]

(₹ in Lacs)

S.No.	Particulars	
1.	Name of the Subsidiary	Xlerate Driveline India Limited
2.	Share capital	1187.70
3.	Reserve & surplus	(574.04)
4.	Total assets	1892.38
5.	Total liabilities	1278.72
6.	Investments	-
7.	Net turnover	1804.84
8.	Profit (loss) before taxation	(212.44)
9.	Provision for taxation (deferred tax)	(7.49)
10.	Profit (loss) after taxation	(219.93)
11.	% of shareholding	100%





Form No. SH-13 Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and rule 19(1) of the Companies
(Share Capital and Debentures) Rules 2014]

To,
Raunaq International Limited
20 K.M. Mathura Road, P.O. Box 353,
P.O. Amar Nagar, Faridabad- 121 003
Haryana

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive Nos.

(2) PARTICULARS OF NOMINEE/S

- Name:
- Date of Birth:
- Father's/Mother's/Spouse's name:
- Occupation:
- Nationality:
- Address:
- E-mail id:
- Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR

- Date of birth:
- Date of attaining majority:
- Name of guardian:
- Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY

- Name:
- Date of Birth:
- Father's/Mother's/Spouse's name:
- Occupation:
- Nationality:
- Address:
- E-mail id:
- Relationship with the security holder:
- Relationship with the minor nominee:

Name:

Address:

Name of the Security Holder(s)

Signature

Witness with name and address

Signature



Form No. SH-14 Cancellation or Variation of Nomination

[Pursuant to sub-section (3) of Section 72 of the Companies Act, 2013 and rule 19(9) of the Companies (Share Capital and Debentures) Rules 2014]

To,

Raunaq International Limited
20 K.M. Mathura Road, P.O. Box 353,
P.O. Amar Nagar, Faridabad- 121 003
Haryana

I/We hereby cancel the nomination(s) made by me/us in favor of _____
(name and address of the nominee) in respect of the below mentioned securities.

Or

I/We hereby nominate the following person in place of _____ as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled /varied)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive Nos.

(2) (a) PARTICULARS OF THE NEW NOMINEE:

- i. Name:
- ii. Date of Birth:
- iii. Father's/Mother's/Spouse's name:
- iv. Nationality:
- v. Address:
- vi. E-mail id:
- vii. Relationship with the Security holder:

(b) IN CASE NEW NOMINEE IS A MINOR

- i. Date of birth:
- ii. Date of attaining majority:
- iii. Name of guardian:
- iv. Address of guardian:

(3) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:
- (i) Relationship with the minor nominee:

Signature

Name of the Security Holder(s)

Witness with name and address



PROFORMA FOR UPDATION OF SHAREHOLDER'S INFORMATION

Folio No.	<input type="text"/>	No. of Equity Shares	<input type="text"/>	Specimen Signature (As per application/transfer deed)
Name(s):				
First Holder	<input type="text"/>			_____
Occupation	<input type="text"/>			
Jt. Holder 1	<input type="text"/>			_____
Jt. Holder 2	<input type="text"/>			_____
Address	<input type="text"/>			(In case of Joint Holding, all the Joint Holders to sign)
	<input type="text"/>			
Pin Code	<input type="text"/>			
E-mail Id	_____			
Cert. Nos.	<input type="text"/>			
Dist. Nos.	FROM <input type="text"/>	FROM <input type="text"/>		
	TO <input type="text"/>	TO <input type="text"/>		

- NOTES: 1. INCASETHESPACEISNOTSUFFICIENTPLEASEATTACHASEPARATESHEET.
2. THE ABOVE PROFORMA MAY BE FILLED AND RETURNED EVEN IF THERE IS NO CHANGE IN THE PARTICULARS.



ELECTRONIC CLEARING SERVICES(ECS) MANDATE FORM

To
 M/s Link Intime India Pvt. Ltd.
 (Unit : Raunaq International Limited)
 20 K.M. Mathura Road, P.O. Box 353,
 P.O. Amar Nagar, Faridabad- 121 003
 Haryana

Name of the First/Sole Share holder	
Folio No./DP Id - Client Id	

PAN/Email information

Income Tax Permanent Account Number (PAN) (Please attach a photocopy of PAN Card)	
Email ID	

ECS Mandate Form (for shares held in physical mode)

Bank Name									
Branch Name & Address									
Bank Account Type (tick)	Savings	<input type="checkbox"/>	Current	<input type="checkbox"/>	Others	<input type="checkbox"/>			
Bank Account Number									
9 Digit Code Number of the Bank and Branch appearing on the MICR Cheque issued by the Bank (Please attach a photocopy of the cheque)									

I hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above, Raunaq International Limited, will not be held responsible.

I further undertake to inform the company any change in my Bank/Branch and account number, if any.

Signature of First/Sole Holder

Place :

Date :



RAUNAQ INTERNATIONAL LIMITED

Regd. Office: 20 K.M. Mathura Road, P.O. Amar Nagar,
Faridabad -121003, Haryana
Tel.: +91 (129) 4288888, Fax: +91 (129) 4288823-22
E-mail: info@raunaqintl.com, Website: www.raunaqinternational.com
CIN: L51909HR1965PLC034315

Form No. MGT-11 PROXY FORM

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

Name of the Member(s)	:
Registered Address	:
E-mail Id	:
Folio No./Client ID	:
DP ID	:

I/We, being the member (s) of _____ shares of the above name Company, hereby appoint

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

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 50th Annual General Meeting of the Company, to be held on the 30th day of July, 2015 at 11:30 A.M. at HUDA Convention Centre, Sector-12, Faridabad-121007 (Haryana) and at any adjournment thereof in respect of such resolutions as are indicated below:

- To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2015 together with Reports of the Directors and Auditors thereon (Ordinary Resolution).
- To declare dividend on Equity Shares (Ordinary Resolution).
- To ratify the appointment of M/s V.P. Jain & Associates, Chartered Accountants as Statutory Auditors of the Company for the financial year 2015-16(Ordinary Resolution).
- To consider appointment of Dr. Sanjeev Kumar as an Independent Director of the Company (Ordinary Resolution).
- To consider appointment of Mr. Gautam Mukherjee as an Independent Director of the Company (Ordinary Resolution).
- To consider appointment of Ms. Seethalakshmi Venkataraman as an Independent Director of the Company (Ordinary Resolution).
- To consider and approve the change of name of the Company (Special Resolution).

Signed this _____ day of _____, 2015

Signature of Shareholder: _____

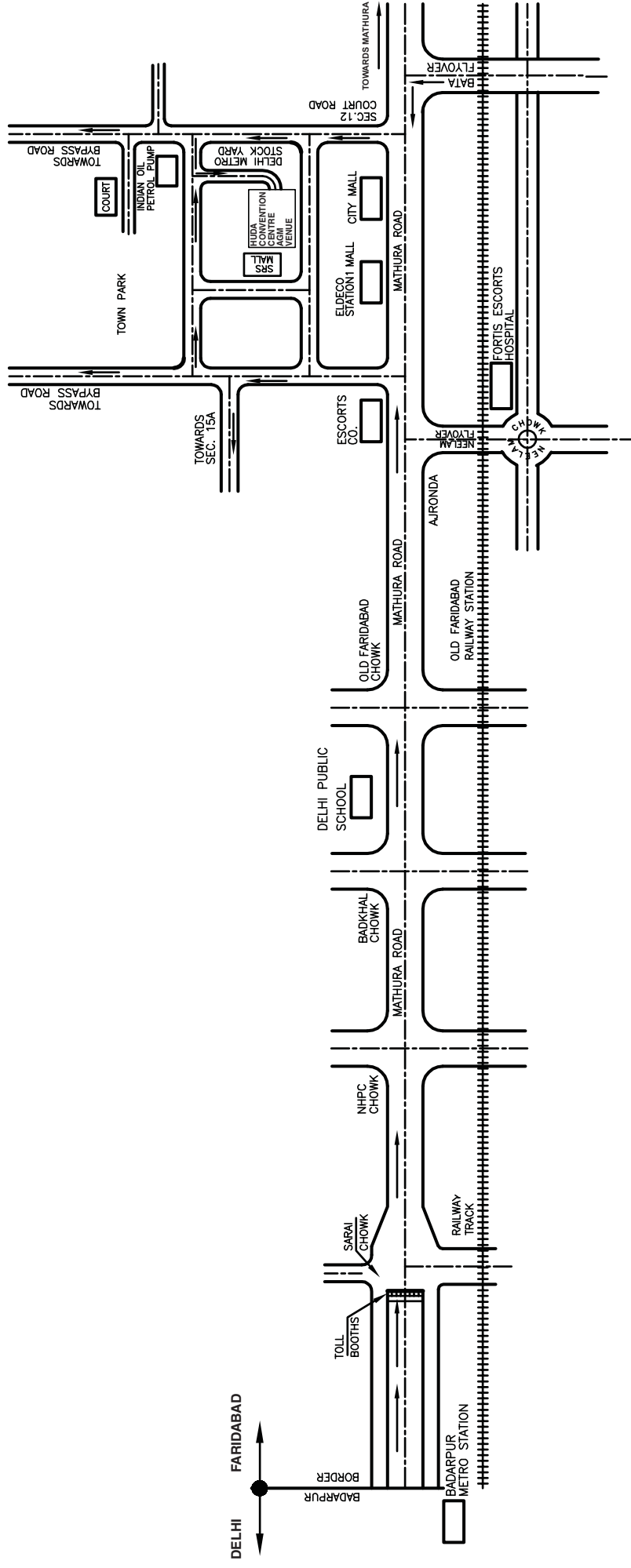
Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. (i.e. on or before 11:30 A.M. on Tuesday, 28th July, 2015).

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Guide Map to venue of AGM from Delhi-Faridabad Border



 RAUNAQ INTERNATIONAL LIMITED

20 KM Mathura Road, P.O. Box- 353,
P.O. Amar Nagar, Faridabad, Haryana

www.raunaqinternational.com

CIN:L51909HR1965PLC034315