

***RFL INTERNATIONAL  
LIMITED***  
***23<sup>rd</sup> ANNUAL REPORT***  
***2014 - 2015***

## **RFL INTERNATIONAL LIMITED 2014-2015**

BOARD OF DIRECTORS:           Devendra S Shah           Chairman & M.D.  
  Jitendra Patel             Ind. Director  
  Dolly Shah                 Ind. Director

REGISTERED OFFICE :           304, Akruiti Complex,  
  Nr. Stadium Six Road Circle,  
  Navrangpura, Ahmedabad – 380 009.

REGISTRAR SHARE  
TRANSFER AGENT :           M/S. PURVA SHARE REGISTRY INDIA PVT.LTD.  
  9. SHIV SHAKTI IND. ESTATE,  
  J.R. BORICHA MARG,  
  OPP. KASTURBA HOSP.  
  LOWER PAREL (E),  
  MUMBAI - 400011

BOOK CLOSURE :               25-09-2015 to 30-09-2015  
  (BOTH DAYS INCLUSIVE)

BANKERS :                       HDFC BANK LTD.  
  AXIS BANK LTD.

AUDITORS :                     HARSHIT SHAH & asso  
  Chartered Accountants  
  Vadodarad

# **RFL INTERNATIONAL LIMITED 2014-2015**

## **NOTICE**

Notice is hereby given that the 23rd Annual General Meeting of the Shareholders of RFL International Limited will be held on Wednesday, 30<sup>th</sup> September 2015 at 11.00 AM at its registered office at 304, Akruvi Complex, Nr. Stadium Six Road Circle, Navrangpura, Ahmedabad: 380 009 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider, approve & adopt the Profit and Loss Account for the Year ended on 31st March, 2015 and the Balance Sheet as on the said date together with the Auditors' and Directors' Reports thereon.
2. To appoint a Director in place of Dolly N Shah who retires by rotation and being eligible, offers herself for reappointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) M/s HARSHIT SHAH & ASSOCIATES, Chartered Accountants (FIRM REG. NO. 135095W), the retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of 23rd Annual General Meeting until the conclusion of 26<sup>th</sup> Annual General Meeting to be held in year 2018 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board."

**By order of the Board**

**Place: Ahmedabad  
Date : 29/08/2015**

**SD/-  
Devendra S Shah  
Chairman**

## **RFL INTERNATIONAL LIMITED 2014-2015**

### **Notes:-**

- **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.**
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company
- The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business is not required to be annexed herewith as there is no special business.
- Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer book of the Company will remain closed during the period from Friday 25<sup>th</sup> Day of September, 2015 to Wednesday 30<sup>th</sup> Day of September, 2015 (both days inclusive) for the purpose of Annual General Meeting.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) for transactions involving transfer of shares. Therefore, members holding shares in physical form are requested to furnish their PAN along with self attested photocopy of PAN card to the R& STA. Members holding shares in demat mode are requested to register the details of PAN with their DPs.
- Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice.
- Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of annual general meeting and the Annual Report, including financial statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding electronic copy of the Annual Report for 2015 to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2015 is being sent in the permitted mode. Members who do not yet registered their e-mail id so far are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demate mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.
- Documents referred in the notice and the explanatory statement, if any will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 11.00 a.m. to 1.00 p.m. except holidays, upto the date of the ensuing annual general meeting.

## RFL INTERNATIONAL LIMITED 2014-2015

- Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- The Members are requested to:
  - a) Intimate changes, if any, in their registered addresses immediately.
  - b) Quote their ledger folio/DPID number in all their correspondence.
  - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
  - e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- As per the requirement of the clause 54 of the Listing Agreement the Company is updating information on its website [www.rflintl.com](http://www.rflintl.com). This portal contains along with business information, quarterly unaudited results, Annual Report containing Notice, Directors Report, Auditors Report, Balance sheet and Profit & Loss Account, quarterly shareholding pattern, contact detail of the Compliance Officer for communicating investor grievances.
- The Members who still hold shares in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- Members are requested to send their queries relating to accounts and operations to the Company Secretary, if any at least 7 days in advance so that the information can be made available at the meeting.
- Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
- Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at M/s PURVA SHAREGISTRY (INDIA) PVT.LTD., MUMBAI
- The Company has designated an exclusive email ID [investor.relations@rflintl.com](mailto:investor.relations@rflintl.com) which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.
- The businesses as set out in the Notice may be transacted through electronic voting system and the Company shall provide a facility for voting by electronic means. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by MCA vide its notification dated March 19, 2015, the company is pleased to offer the facility of "remote e-voting" (e-voting from a place other than venue of the AGM) as an alternate, to all its members to enable them to cast their votes electronically instead of casting their

## **RFL INTERNATIONAL LIMITED 2014-2015**

vote at the meeting. If a member has opted for remote e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and remote e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. For E-voting facility, the Company has entered in to an agreement with the NSDL for facilitating remote E-voting. The Procedure and instructions for E-voting given below:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all Members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this notice. The Company has availed e-voting services as provided by National Securities Depository Limited (NSDL).

The Company has appointed ABHISHEK SHAH, CHARTERED ACCOUNTANT (MEM.NO. 161573, having his office at 21, Old Shanti Nagar, Off. Mandpeshwar road, Chamunda Circle, Borivali West 400091 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The instructions of e-voting are detailed hereunder:

- A. Members whose Shareholding is in dematerialized form and whose email addresses are registered with the Company/Depository Participant(s) will receive an e-mail from NSDL informing the User-ID and Password.
  - i. Open e-mail and open PDF file Notice with your Client ID or Folio No. as password. The said PDF file contains your user ID and Password for e-voting. Please note that the password is an initial password.
  - ii. Launch internet browser by typing following URL: <https://www.evoting.nsdl.com>
  - iii. Click on "Shareholder Login".
  - iv. Put User ID and Password as initial password noted in step (i) above and Click Login.
  - v. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. We strongly recommend that you should not share your new password with any other persons and take utmost care to keep your password confidential.
  - vi. Home page of "e-voting" opens. Click on – Voting – Active Voting Cycles.
  - vii. Select "EVEN" (E -Voting Event Number) of RFL INTENRATIONAL LTD.
  - viii. Now you are ready for e-voting as "Cast Vote" page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer on or before 28th September, 2015 (6.00 p.m) on e-mail id: [shahabhishek13@yahoo.in](mailto:shahabhishek13@yahoo.in) with a copy marked to [e-voting@nsdl.com](mailto:e-voting@nsdl.com)
- B. For Members holding shares in dematerialized form whose email IDs are not registered with the Company/Depository Participants, Members holding shares in physical form as

## **RFL INTERNATIONAL LIMITED 2014-2015**

well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:

- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM: EVEN (E Voting Event Number) USER ID PASSWORD
  - ii. Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- C. The e-voting period commences on Sunday, 27th September, 2015 (10.00 a.m.) and ends on Tuesday, 29th September, 2015(05.00 p.m.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- D. The voting rights of Members through electronic means shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company as on the cut-off date of 23rd September, 2015.
- E. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folio/demat accounts.
- F. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- G. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website 'www.rflintl.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- H. Poll will also be conducted at the Annual General Meeting and members who has not cast his/her vote through e-voting facility may attend the Annual General Meeting and cast his/her vote.

**By order of the Board**

**SD/-  
Devendra S Shah  
Chairman**

**Place: Ahmedabad  
Date : 29/08/2015**

## RFL INTERNATIONAL LIMITED 2014-2015

Additional Information of Directors seeking re-appointment/appointment at the ensuing Annual General Meeting pursuant to Clause 49 of the Equity Listing Agreement:

Name of Directors	DOLLY N SHAH (Din - 02690825)
Date of Birth	25/02/1983
Date of Appointment	30/06/2009
Expertise / Experience in specific functional areas	Experience in Company Management
Qualification	GRADUATE
No. & % of Equity Shares held in the Company	NIL
List of outside Company's directorship held	1. EARTH EXIM LTD. 2. KCCL PLASTIC LTD. 3. TSL INDUSTRIES LTD. 4. KESAR GREENFIELD INTERNATIONAL LTD.
Chairman / Member of the Committees of the Board of Directors of the Company	MEMBER OF AUDIT COMMITTEE, STAKEHOLDERS' RELATIONSHIP COMMITTEE, NOMINATION & REMUNERATION COMMITTEE
Salary or Sitting fees paid	Nil
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	N.A.
Relationship between directors inter-se	Nil



## DIRECTORS' REPORT

Dear Members,

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

### FINANCIAL RESULTS

Your Company financial performance during the year 2014-15 is summarized below:

(Rs. In AMT.)

Particulars	Year 2014-2015	Year 2013-2014
TOTAL REVENUE	4562558	2852414
TOTAL EXPENDITURE	16799090	2779019
Profit Before Tax	-12236532	73395
Less: Taxation	-	6250
Profit After Tax	-12236532	67145

### OPERATIONS

The Company performed satisfactorily as compared to last year.

### SHARE CAPITAL

During the year under review, the Company, neither increased nor decreased its Equity.

### REVISION IN FIN. STATEMENTS OR BOARD'S REPORT U/S 131(1) OF THE CO. ACT, 2013

In terms of Section 131 of the Companies Act, 2013, the Financial Statements and Board's Report are in compliance with the provisions of Section 129 or Section 134 of the Companies Act, 2013 and that no revision has been made during any of the three preceding financial years.

### DIVIDEND

Your Directors do not recommend any dividend on equity shares for the year ended March 31, 2015.

### PUBLIC DEPOSITS

The Company has not invited any deposits from the public within the provisions of Chapter V of the Companies Act, 2013 (hereinafter "the Act" and any reference of section pertains to sections of this Act in this Annual Report unless stated otherwise) read with the Companies (Acceptance of Deposits) Rules, 2014.

### PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARY AND ASSOCIATE COMPANIES:

As per Sections 2(87) and 2(6) of the Companies Act, 2013 and as on date, the Company neither has any Subsidiary Company nor any Associate Company and hence, do not call for any disclosure under this head.

## **AUDITORS**

M/s. HARSHIT SHAH & CO., Chartered Accountants, Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Company has received the Certificate under Section 139(1) of the Companies Act, 2013 read with Companies (Audit and Auditors), Rules, 2014 from the Auditor.

Your Directors recommend re-appointment M/s. HARSHIT SHAH & CO., Chartered Accountants, (FRN 135095W) as the Statutory Auditors of the Company for the current financial year and fixation of his remuneration.

## **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, M/s Ramesh Chandra Bagdi & Associates, Indore, Company Secretaries in Whole-time practice was appointed to conduct Secretarial Audit for the year ended 31st March, 2015.

M/s Ramesh Chandra Bagdi, Practising Company Secretaries has submitted Report on the Secretarial Audit forms a part of this report as **ANNEXURE-A**.

## **AUDITORS' REPORT –STATUTORY AND SECRETARIAL**

The Auditors' Report on the financial statement and Secretarial Audit Report for the current year is self-explanatory, therefore does not require any further explanation.

## **INTERNAL AUDITORS**

Pursuant to Section 138 of the Companies Act, 2013 and Rule 13 of The Companies (Accounts) Rules, 2014, the Board of Directors of the Company is under process to appoint internal auditors. However, in the opinion of the Board and size of the company, it is not necessary to appoint internal auditor.

## **EXTRACT OF ANNUAL RETURN**

The extract of Annual Return in Form MGT - 9, as provided under Section 92 (3) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is annexed hereto as **ANNEXURE-B** with this report and shall form part of the Board's Report.

## **NUMBER OF MEETINGS OF THE BOARD AND COMMITTEES THEREOF**

During the year under review various meetings of the Board of Directors and Committees was held for various purposes which were in compliance with the provisions of the Companies Act, 2013, rules made there under and Clause 49 of the Listing Agreement entered into between the Company and the Bombay Stock Exchange. Further the details of such meetings of the Board and Committees thereof are mentioned in the Report on Corporate Governance which is annexed as **ANNEXURE-C** with this Report and shall form part of the Board's Report.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Your Board comprises of efficient and able directors who have vast experience in this line of business..

The brief details of all members of Board are annexed to this report as **ANNEXURE-C**.

The following persons are Key Managerial Personnel of the Company

At the time of appointment, all the disclosures and declarations pursuant to Section 164(2) of the Companies Act, 2013 and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014, none of the Directors of the Company is disqualified from being appointed as Director. Further, all intimations pertaining to such appointments made during the year has been given to Stock Exchange where the shares of the Company are listed and also the relevant records are duly updated with the Registrar of Companies, Gwalior M. P., wherever required.

### **RE-APPOINTMENT OF DIRECTORS BY ROTATION**

**During the year Dolly N Shah, director of the company retires by rotation and being eligible offers himself for re- appointment. (The details regarding his re-appointment as per Listing Agreement is given in the Notice.**

### **APPOINTMENT/RE-APPOINTMENT OF INDEPENDENT DIRECTORS AND STATEMENT OF DECLARATIONS BY INDEPENDENT DIRECTOR**

The Company, as on 31<sup>st</sup> March, 2015, has following Independent Directors;

- a) Dolly N Shah, DIN: 02690825
- b) Jitendra B Patel, DIN: 05127595

All the Independent Directors are well appointed on the Board of Company in compliance with the Companies Act, 2013 and the Listing Agreement entered into by the Company with Stock Exchange. Further, all Independent Directors shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years after passing a special resolution by the Company and disclosure of such appointment in the Board's Report. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence under sub-section (6) of section 149 of the Act and Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

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

The directors will be introduced to all the Board members and the senior management personnel such as Chief Financial Officer, Company Secretary and Various Department heads individually to know their roles in the organization and to understand the information which they may seek from them while performing their duties as a Director. And meeting may be

arranged for Independent Directors with aforesaid officials to better understand the business and operation of the Company. As part of continuous updating and familiarization with the Company, every Independent Director will be taken for visits to the factory or manufacturing units and other branch of the company where officials of various departments apprise them of the operational and sustainability aspects of the plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality etc. The Company may also circulate news and articles related to the industry from time to time and may provide specific regulatory updates.

#### **SEPARATE MEETING OF INDEPENDENT DIRECTORS**

In due compliance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into between the Company and the Bombay Stock Exchange, a separate meeting of Independent Directors was held on 12/02/2015

#### **PERFORMANCE EVALUATION BY INDEPENDENT DIRECTORS**

The Independent Directors in their meeting have reviewed the performance of Non-Independent Directors and Board as a whole including reviewing the performance of the Chairperson of the company taken into account the views of Executive Directors and Non-Executive Directors. The said policy including above said criteria for the evaluation of the Board, individual directors including independent directors and the committee of the board has been laid down under Nomination, Remuneration and Evaluation Policy given in the Report on Corporate Governance which is annexed as ANNEXURE-C with this report and shall form part of the Board's report.

#### **FORMAL ANNUAL EVALUATION**

Pursuant to section 134 (3) (p) of the Companies Act, 2013 and Rule 8(4) of Companies (Accounts) Rules, 2014 and Clause 49 IV (b) of Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of its Committees as per the criteria laid down in the Nomination, Remuneration and Evaluation policy. The said policy including above said criteria for the evaluation of the Board, individual directors including independent directors and the committee of the board has been laid down in the Corporate Governance Report, which form part of this report.

#### **ORDER(S) PASSED BY REGULATOR(S), COURT(S), TRIBUNAL(S) IMPACTING THE GOING CONCERN STATUS AND COMPANY STATUS**

During the year under review, it was found, there were no orders passed regarding the going concern status of the Company. The Company is operating in an efficient manner. In future there will not be any issues relating to the going concern status of the Company.

#### **ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has a proper internal control system, which provides adequate safeguards and effective monitoring of the transactions and ensures that all assets are safeguarded and protected against loss from unauthorized use or disposition. The Company has an internal audit system from an outside agency, which ensures that the Company's control mechanism is properly followed and all statutory requirements are duly complied with. Moreover, the audit committee of the Company comprising of independent directors regularly reviews the audit plans, adequacy of internal control as well as compliance of accounting standards. Also the M.D. has the responsibility for establishing and maintaining internal controls for financial reporting and that they also have the overall responsibility to evaluate the effectiveness of internal control systems of the company pertaining to financial reporting and they have to disclose to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify the deficiencies.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

During the year under review, the Company, has neither given any Loans nor provided any Guarantees nor made any Investments under Section 186 of the Companies Act, 2013.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES U/S 188(1) AND 188(2) OF THE COMPANIES ACT, 2013**

The related party transactions are entered into based on considerations of various business exigencies, such as synergy in operations, sectoral specialization and the Company's long-term strategy for sectoral investments, optimization of market share, profitability, liquidity and capital resources of its group companies. All related party transactions that were entered introducing the financial year were at Arm's Length basis and were in the ordinary course of business, the same were placed before the Audit Committee for the review and noting, in their respective meetings. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. Further, as there are no such transactions inconsistent with sub-section (1) of section 188 of the Companies Act, 2013, so no AOC-2 is required to be given in this report.

**PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished here under.

SN	Particulars	Disclosure
1.	Conservation of Energy and Power consumption	The company continued to accord priority to conservation of energy and is continuing its efforts to utilise energy more efficiently.

2.	Technology Absorption and Research & Development	The company has not absorbed any technology nor any research & development work has been carried out.
3.	Foreign Exch. - Earnings Outgo	Nil Nil

## **VIGIL MECHANISM**

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The Company is committed to develop a culture in which every employee feels free to raise concerns about any poor or unacceptable practice and misconduct. In order to maintain the standards has adopted lays down this Whistle Blower Policy to provide a framework to promote responsible and secure whistle blowing. The Board of Directors of your Company has adopted the Vigil Mechanism and Whistle Blower Policy in compliance of Companies Act, 2013 and Clause 49(F)(3) of Listing Agreement. The same forms part of Company's Code of Conduct.

## **COMMISSION RECEIVED BY DIRECTOR FROM HOLDING OR SUBSIDIARY COMPANY**

The Company neither has any holding nor is any subsidiary company, therefore, disclosure under Section 197 (14) of the Companies Act, 2013 not applicable.

## **MANAGERIAL REMUNERATION**

During the year under review, none of the Directors of your Company were paid any remuneration; therefore, disclosure under Sections 196 and 197 of the Companies Act, 2013 and rules made there under is not applicable.

## **EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS**

The company has not issued any shares with differential voting rights and accordingly the provisions of Section 43 read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 of the Companies Act, 2013 and rules framed there under are not applicable for the year.

## **DETAILS OF SWEAT EQUITY SHARES**

The company has not issued any sweat equity shares and accordingly the provisions of Section 54 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 of the Companies Act, 2013 and rules framed there under are not applicable for the year.

## **DETAILS OF EMPLOYEES STOCK OPTION SCHEME**

The company has not granted stock options and accordingly the provisions of Section 62(1)(b) read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 of the Companies Act, 2013 and rules framed there under are not applicable for the year.

#### **DISCLOSURE OF VOTING RIGHTS NOT EXERCISED**

The company has not made any provision of money for the purchase of, or subscription for, shares in the company or its holding company, if the purchase of, or the subscription for, the shares by trustees is for the shares to be held by or for the benefit of the employees of the company and accordingly the provisions of Chapter IV (Share Capital and Debentures) of the Companies Act, 2013 and rules framed there under are not applicable for the year.

#### **PARTICULARS OF EMPLOYEES**

Employee's relation continued to be cordial throughout the year. Your Directors wish to place on record their sincere appreciation for the excellent spirit with which the entire team of the Company worked together.

During the year under review, none of the employee has received remuneration of Rs. 5.00 Lacs per month or Rs. 60.00 Lacs per year or 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 pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence, do not call for any further details referred to in Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

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

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2015 and the loss for the year ended on that date;
- The directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting fraud and other irregularities;
- The directors have prepared the annual accounts on a going concern basis;
- 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;
- The Directors has devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating efficiently.

## **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Company is not required to constitute a Corporate Social Responsibility Committee due to non fulfillment of any of the conditions pursuant to section 135 of the Companies Act, 2013.

## **INVESTOR SERVICES**

The company has established connectivity with both the depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). In view of the numerous advantages offered by the Depository system, members are requested to avail of the facility of de-materialization of Company's shares on either of the Depositories as aforesaid.

## **HUMAN RESOURCES**

Your Company considers people as one of the most valuable resources. It believes in the theme that success of any organization depends upon the engagement and motivation level of employees. All employees are committed to their work and proactively participate in their area of operations. The Company's HR philosophy is to motivate and create an efficient work force as manpower is a vital resource contributing towards development and achievement of organisational excellence.

## **STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

Pursuant to the requirement of Clause 49 of the Listing Agreement, the Company has constituted a Risk Management Committee. Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risk as also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the Risk Management Policy and Framework in line with Local legal requirements and SEBI guidelines
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycles.
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risk.

Within its overall scope as aforesaid, the Committee shall review risk trends, exposure, potential impact analysis and mitigation plan.

The Risk management committee was constituted as on 12.02.2015



## **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Report on Corporate Governance and Management Discussion and Analysis Report, in terms of Clause 49 of the Listing Agreement are annexed as ANNEXURE-C respectively with this report and shall form part of the Board's report.

A certificate from Statutory Auditors confirming compliance with the conditions of Corporate Governance is also annexed to the Corporate Governance Report.

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

The Board of Directors of the Company has approved and adopted the "Policy on Prevention of Sexual Harassment at Workplace" to provide equal employment opportunity and is committed to provide a work environment that ensures every woman employee is treated with dignity and respect and afforded equitable treatment. The Company has formed an Internal Complaints Committee where employees can register their complaints against sexual harassment. This is supported by the Sexual Harassment Policy which ensures a free and fair enquiry process with clear timelines.

## **CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND CODE OF CONDUCT UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

Pursuant to Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors has formulated and adopted the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (Code of Fair Disclosure) of the Company. The Board has also formulated and adopted "Code of Conduct for Prohibition of Insider Trading" (Code of Conduct) of the Company as prescribed under Regulation 9 of the said Regulations.

## **TRANSFER TO INVESTOR'S EDUCATION AND PROTECTION FUND**

During the year under review, the Company was not required to transfer any amount in the Investor's Education and Protection Fund.

## **POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION**

The Board reconstituted the Nomination and Remuneration Committee in terms of Section 178 of the Companies Act, 2013, rules made there under Clause 49 of the Listing Agreement entered into between the Company and the Bombay Stock Exchange; the Company has adopted a comprehensive policy on Nomination and Remuneration of Directors on the Board. As per such policy, candidates proposed to be appointed as Directors on the Board shall be first reviewed by the Nomination and Remuneration Committee in its duly convened Meeting. The Nomination and Remuneration Committee shall formulate the criteria for determining the qualifications, positive attributes and independence of a Director and

recommend to the Board a policy, relating to the Remuneration for the Directors, Key Managerial Personnel and other employees.

The Nomination and Remuneration Committee shall ensure that –

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

During the year under review, none of the Directors of the company receive any remuneration. The composition of Nomination and Remuneration Committee has been disclosed in the Report on Corporate Governance.

#### **SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

During the year under review, the Company neither had any Subsidiaries nor Joint Ventures nor Associate Companies.

#### **CODE OF CONDUCT FOR ALL BOARD MEMBERS AND SENIOR MEMBERS AND DUTIES OF INDEPENDENT DIRETORS**

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct has been posted on Company's website. Board Members and Senior Management Personnel have affirmed the compliance with the Code for Financial Year 2014-2015. A separate declaration to this effect has been made out in the Corporate Governance Report. The Company has also adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct as required under Regulation (8)(1) and Regulation (9)(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

#### **DISCLOSURE OF FRAUDS IN THE BOARD'S REPORT U/S 143 OF THE COMPANIES ACT, 2013**

During the year under review, your Directors do not observe any contract, arrangement and transaction which could result in a fraud; your Directors hereby take responsibility to ensure you that the Company has not been encountered with any fraud or fraudulent activity during the Financial Year 2014-2015.

## **ACKNOWLEDGEMENTS**

Your Directors takes opportunity to show gratitude towards the assistance and co-operation received from Banks and other Agencies and Shareholders resulting in good performance during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the dedicated services rendered by Executives, staff and others of the Company.

For and on Behalf of the Board of Directors of  
**RFL INTERNATIONAL LTD.**

Sd/-

Chairman

Place: VADODARA

Date : 29/08/2015

## ANNEXURE -A OF BOARD REPORT

### SECRETARIAL AUDIT REPORT

Form No. MR-3

For the financial year ended on 31st March, 2015

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

To,

The Members,

**RFL INTERNATIONAL LTD.,**

304, AKRUTI COMPLEX, NR. STADIUM SIX CROSS RD.,

CIRCLE NAVRANGPURA, AHMEDABAD(GUJ.)-380009

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

Based on my verification of the 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, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31 March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the Rules made there under and Companies Act, 1956 and Rules made there under to the extent applicable, except following -
  - *U/s 203 of the Co.Act, 2013 - no CFO and company secretary has been appointed by the company during the audit period. However, the management assured me that in F.Y. 15-16, both will be appointed.*

- *U/s 138 read with Rule 13 of Co. (Accounts) Rules, 2014, no internal auditor has been appointed by the company however, in the opinion of management of the company and as per size of the company, there is no need to appoint any*
- *internal auditor still the management has assured me to appoint the same in F.Y. 2015-16.*
- *Certain Forms have not been filed by the company till 31.03.2015 which were required to be filed with ROC, AHMEDABAD(GUJ.) during the audit period.*

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;

- *The Company had subscribed for preferential allotment of some companies hence U/s 19 read with Section 11(1), 11(4), and 11B of SEBI Act,1992 and Section 12A of SCRA,196, SEBI has restrained the company from accessing the securities market and further prohibited from buying, selling or dealing in securities in any manner whatsoever till further directions of SEBI. In our opinion, SEBI's action is arbitrary and unjustified as the preferential allotment was as per SEBI and BSE guidelines.*

(iii) The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under. *(not applicable to the company during the audit period)*

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- *The Company had subscribed for preferential allotment of some companies hence U/s 19 read with Section 11(1), 11(4), and 11B of SEBI Act,1992 and Section 12A of SCRA,196, SEBI has restrained the company from accessing the securities market and further prohibited from buying, selling or dealing in securities in any manner whatsoever till further directions of SEBI. In our opinion, SEBI's action is arbitrary and unjustified as the preferential allotment was as per SEBI and BSE guidelines.*

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; *(not applicable to the company during the audit period)* ;

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; *(not applicable to the company during the audit period)* ;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(not applicable to the company during the audit period)*;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(not applicable to the company during the audit period)*;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 *(not applicable to the company during the audit period)*;

(vi) We have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The company is engaged in trading activities hence no specific Acts applicable to the company.

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

(i) The compliance of Secretarial Standards does not arise as the same has not been notified under Section 118 of the Companies Act, 2013 for being applicable during the period covered under the Audit.

(ii) The Listing Agreements entered into by the Company with Stock Exchanges except ;

*The company has not complied with certain clauses of Listing Agreement as regards publication of results, intimation of resignation and appointment of directors etc. etc.; Website of the company is not up to date. The Scrip of the company has been suspended by BSE w.e.f. 26/08/2015 due to poor performance.*

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and subject to my comment wherever it was required.

**I further report that :**

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

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

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

**I further report that :**

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and guidelines.

**I further report that :**

During the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations.

For Ramesh Chandra Bagdi & Associates,  
Company secretaries,

Sd/-

CS Ramesh Chandra Bagdi  
Proprietor  
ACS: 11800, C P No 2871

**Place : Indore**

**Dated : 27<sup>th</sup> August, 2015**

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

**ANNEXURE to Secretarial Audit Report**

To,  
The Members,  
**RFL INTERNATIONAL LTD.,**  
304, AKRUTI COMPLEX, NR. STADIUM SIX CROSS RD.,  
CIRCLE NAVRANGPURA, AHEMDABAD(GUJ.)-380009

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

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

For Ramesh Chandra Bagdi & Associates,  
Company secretaries,

Sd/-  
CS Ramesh Chandra Bagdi  
Proprietor

**ACS: 11800, C P No 2871**

**Place : Indore**

**Dated : 27<sup>th</sup> August, 2015**



## ANNEXURE -B- BOARD REPORT

EXTRACT OF ANNUAL RETURN  
As on financial year ended 31.03.2015  
[Pursuant to Section 92(3) of the Companies act, 2013 read with  
[The Companies (Management and Administration) Rules, 2014] FORM NO. MGT-9

### A. REGISTRATION AND OTHER DETAILS:

CIN:-	L65910GJ1992PLC018270
Registration Date:	10/09/1992
Name of the Company:	<b>RFL INTERNATIONAL LTD.</b>
Category / Sub-Category of the Company	
Address of the Registered office and contact details:	304, AKRUTI COMPLEX, NR. STADIUM SIX CROSS ROAD, CIRCLE NAVRANGPURA, AHMEDABAD(GUJ.)-380009
Whether listed company	LISTED AT BSE
Name, Address and Contact details of Registrar and Transfer Agent, if any	PURVA SHAREGISTRY INDIA PVT.LTD., 9, SHIV SHANKTI IND. ESTATE, GR. FLOOR, J.R.BORICHA MARG, NR. KASTURBA HOSPITAL, LOWER PAREL, MUMBAI-400011 PH-022- 23016761

### B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service% to total turnover of the company	% to total turnover of the company
a.	TRADING IN SHARES		<b>AS STATED IN FIRST PAGE OF BOARD</b>
b.			
c.			
d.			

### C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held
a	NIL	NIL	NIL	NIL



* FINANCIAL INSTITUTIONS	0	0	0	0	0	0	0	0	0	0
* I.D.B.I.	0	0	0	0	0	0	0	0	0	0
* I.C.I.C.I.	0	0	0	0	0	0	0	0	0	0
* GOVERNMENT COMPANIES	0	0	0	0	0	0	0	0	0	0
* STATE FINANCIAL CORPORATION	0	0	0	0	0	0	0	0	0	0
* QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0	0
* ANY OTHER	0	0	0	0	0	0	0	0	0	0
* OTC DEALERS (BODIES CORPORATE)	0	0	0	0	0	0	0	0	0	0
* PRIVATE SECTOR BANKS	0	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	0	0	0	0	0	0	0	0	0	0
<b>(2) Non-Institutions</b>										
(a) Bodies Corp.										
(i) Indian	1030205	3001	1E+06	20.31670436	1006257	4001	1010258	19.86546062	-0.451243732	
(ii) Overseas	0	0	0	0	0	0	0	0	0	0
(b) Individuals										
(i) Individual shareholders holding nominal share	1514449	63400	2E+06	31.02642808	1530690	63296	1593986	31.34374201	0.317313932	
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2047603	0	2E+06	40.26355324	1993200	0	1993200	39.19378626	-1.069766985	
(c) Others (specify)										
* N.R.I. (NON-REPAT)	0	0	0	0	0	0	0	0	0	0
* N.R.I. (REPAT)	12	0	12	0.000235965	12	0	12	0.000235965	0	0
* FOREIGN CORPORATE BODIES	0	0	0	0	0	0	0	0	0	0
* TRUST	5000	0	5000	0.098318749	5000	0	5000	0.098318749	0	0
* HINDU UNDIVIDED FAMILY	350775	0	350775	6.897551863	411989	0	411989	8.101248648	1.203696785	
* EMPLOYEE	0	0	0	0	0	0	0	0	0	0
* CLEARING MEMBERS	0	0	0	0	0	0	0	0	0	0
* DEPOSITORY RECEIPTS	0	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	4948044	66401	5E+06	98.60279225	4947148	67297	5014445	98.60279225	0	0
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	4948044	66401	5E+06	98.60279225	4947148	67297	5014445	98.60279225	0	0
<b>C. TOTSHR held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0	0
GrandTotal(A + B + C)	4948099	137401	5E+06	100	4947203	138297	5085500	100	0	0
Other	0	0	0	0	0	0	0	0	0	0

**B. Shareholding of Promoters**

SI No.	ShareHolder's Name	ShareHolding at the beginning 03-31-2014	Shareholding at the end of the year 03-31-2015
--------	--------------------	---	---

		No. of Shares	% of Total Shares of	% of Shares	No. of Shares	% of Total	% of Shares	% change in share
1	EARTH EXIM LIMITED	71000	1.396126	0	71000	1.39613	0	0
2	EARTH EXIM LTD	55	0.001082	0	55	0.00108	0	0

**C. Change in Promoter's Shareholding:**

SI No.		ShareHolding at the 03-31-2014		Cumulative Shareholding 03-31-2015		Type
		No. of Shares	% of Total Shares of	No. of Shares	% change in share holding	
1	EARTH EXIM LIMITED	71000	1.396126			
	31/03/2015			71000	1.396126241	
2	EARTH EXIM LTD	55	0.001082			
	31/03/2015			55	0.001081506	

**D. Sharedholding Pattern of top ten Shareholders:**

SI No.		ShareHolding at the 03-31-2014		Cumulative Shareholding 03-31-2015		Type
		No. of Shares	% of Total Shares of	No. of Shares	% change in share holding	
1	DADIMA CAPITAL (P) LTD	652793	12.83636			
	31/03/2015			652793	12.83635827	
2	YOGESH CHAUHAN	177006	3.480602			
	31/03/2015			177006	3.480601711	
3	VIPUL NIRANJAN SHAH	150000	2.949562			
	30/08/2014	-150000	-2.949562	0	0	Sell
	26/09/2014	-150000	-2.949562	0	0	Sell
	31/03/2015			150000	2.949562482	
4	STARDOM TRADING COMPANY	125406	2.465952			
	31/03/2015			125406	2.465952217	
5	KIRTI KANTILAL MEHTA	110000	2.163012			
	31/03/2015			110000	2.163012486	
6	RAMESHKUMAR MITHALA	108798	2.139377			
	31/03/2015			108798	2.139376659	
7	SADANANDA S. SUVARNA	101120	1.988398			
	30/08/2014	-101120	-1.988398	0	0	Sell
	26/09/2014	-101120	-1.988398	0	0	Sell
	31/03/2015			101120	1.988398388	

8	DEVANG HIRACHAND POMANI	100050	1.967358			
	30/08/2014	-100050	-1.967358	0	0	Sell
	26/09/2014	-100050	-1.967358	0	0	Sell
	31/03/2015			100050	1.967358175	
9	SUNIL JAYANTILAL ZAVERI	98841	1.943585			
	31/03/2015			98841	1.943584702	
10	PADMABEN JAGDISH JANI	76081	1.496038			
	31/03/2015			76081	1.496037754	

**E. Shareholding of Directors and Key Managerial Personnel:**

SI No.		ShareHolding at the 03-31-2014		Cumulative Shareholding 03-31-2015		Type
		No. of Shares	% of Total Shares of	No. of Shares	% change in share holding	

**V. INDEBTEDNESS**

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

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

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL*****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:***

Sl.no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Gross salary	NIL	NIL

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

**B. Remuneration to other directors:**

Sl.no.	Particulars of Remuneration	Name of Directors Manager	Total Amount
1.	Independent Directors	NIL	NIL
	•Fee for attending board / committee meetings		
	• Commission		
	• Others, please specify		
	Total (1)		
2.	Other Non-Executive Directors		
	•Fee for attending board / committee meetings	NIL	NIL
	• Commission		
	• Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

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

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

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Authority [RD / NCLT/ COURT]
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



## **ANNEXURE –C to the Director’s Report for the year ended 31<sup>st</sup> March, 2015.**

### **REPORT ON CORPORATE GOVERNANCE**

#### **1. COMPANY’S PHILOSOPHY**

The Company firmly believes that corporate governance and compliance practices are of paramount importance in order to maintain the trust and confidence of the stakeholders, clients, the good reputation of the Company and the unquestioned integrity of all personnel involved in the Company. To ensure transparency, fairness and objectivity in an organisation’s functioning, the Company has proactively adopted best practices with regard to corporate governance and compliance, which are ahead of regulatory requirements. The Company’s policy on compliance with external regulatory requirements is backed by stringent internal policies and principles to ensure, inter alia, priority to clients’ interest over proprietary interest, maintenance of confidentiality of client information and prevention of insider trading.

#### **2. BOARD OF DIRECTORS**

The Board of Directors of the Company consists of 3 Directors. Out of 3, 2 director is non-executive independent director. The Company does not have any pecuniary relation or transaction with Non-Executive Independent Directors during the year under review.

##### **Board procedure**

A detailed Agenda folder was sent to each Director in advance (generally before 7 to 10 days) of Board and committee meetings. To enable the Board to discharge its responsibilities effectively, the Managing Director briefed the Board at every meeting on the financial performance of the Company up to last completed month as against the budget/revised budget of the year. Presentations are made by the Managing Director about the financial, operational performance and market scenario. The Board also reviewed:

- Strategy and business plans
- Annual operating and capital expenditure budgets
- Investment plans of the company
- Compliance with statutory/regulatory requirements and review of major legal issues.
- Adoption of quarterly / half yearly / annual results (after recommendation of Audit Committee where required).
- Significant labour problems
- Major accounting provisions and write-offs.
- Details of joint venture or Collaboration Agreement

**Composition, Category of Directors and their other directorship and Membership / Chairmanship of Committees.**

Sr. No.	Name of the Director	Category	Number of other		
			Director-ships	Committee Memberships	Committee Chairmanships
1	DEVENDRA SHAH	EXE.CHAIRMAN & M.D.	9	3	-
2.	JITENDRA PATEL	IND. DIR. NON EXE.	3	3	3
3	DOLLY SHAH	IND.DIR. NON EXE.	4	3	-

During the year 5 Board Meetings were held . The Board was present with the relevant and necessary information. None of the Director is a member of more than 10 committees or acting as Chairman of more than 5 committees across all companies in which he is a director. The attendance at the Board Meeting during the year and at the last Annual General Meeting was as follows:

SR.NO	NAME OF DIRECTORS	NO. OF BOARD MEETING ATTENDED	ATTENDANCE AT THE AGM HELD ON 30-09-2014
1	DEVENDRA SHAH	5	YES
2	JITENDRA PATEL	5	YES
3	DOLLY SHAH	5	YES

**3. AUDIT COMMITTEE**

The Board constituted an Audit Committee consisting of 3 Directors. All members of Audit Committee are financially literate and 2 Directors out of 3 has financial management expertise as required for member of Audit Committee as stipulated in Clause 49 of the Listing Agreement. The Details of Audit Committee meetings held during the year April 2014 to March 2015 and the attendance of the Audit Committee Members are as under:

SR.NO	DIRECTOR NAME	CATEGORY	NO OF MEETING HELD ATTENDED	
1	JITENDRA PATEL	INDEPENDENT DIRECTOR & CHAIRMAN	5	5
2	DEVENDRA SHAH	MEMBER	5	5
3	DOLLY SHAH	MEMBER	5	5

**Terms of Reference u/s 177 of the Co.Act,2013 :-**

The terms of reference for the audit committee as laid down by the Board include the following:-

- (i) Overseeing the Company's Financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- (ii) Recommending the appointment and removal of statutory auditor, fixation of audit fee and also approval for payment for any other services.
- (iii) Reviewing with management, the quarterly, half yearly and annual financial statements before submission to the Board, focusing primarily on any changes in accounting policies and practices; major accounting entries based on exercise of judgement by management; qualifications in draft audit report; significant adjustments arising out of audit; the going concern assumption; compliance with accounting standards; compliance with stock exchange and legal requirements' concerning financial statements; any related party transaction i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of Company at large.
- (iv) Reviewing with the management, statutory and internal auditors, the adequacy of internal control system and ensuring compliance therewith.
- (v) Discussions with statutory auditors before the commencement of the audit about the nature and scope of audit as well as have post-audit discussion to ascertain any areas of concern.
- (vi) Reviewing the Company's financial and risk management policies.
- (vii) To review the functioning of the Whistle Blower Policy adopted by the Company.
- (viii) To review report on Management Discussion & Analysis of Financial Condition and
- (ix) Results of operation, to be included in the Company's Annual Report to its Shareholders.

**4. NOMINATION AND REMUNERATION COMMITTEE**

The company had constituted a Remuneration Committee to decide and fix payment of remuneration and sitting fees to the Directors of the Company earlier but as per new provisions u/s 178 of the Co.Act,2013, the said committee has been reconstituted w.e.f. 01.04.2014 consisting of Jitendra Patel as Chariman and Devendra Shah and Dolly Shah are the members of the said committee. This committee will look after the functions as enumerated u/s 178 of the new Act.

## 5. **STAKEHOLDERS RELATIONSHIP COMMITTEE**

### **Composition:-**

The said committee comprises of Jitendra Patel as Chariman and Devendra Shah and Dolly Shah are the members of the said committee. There are 4 meetings during the year.

The Committee has delegated the authority to an officer of the Company who attends to share transfer formalities at least once in a fortnight.

The functions and powers of the said committee include approval / rejection of transfer / transmission and rematerialisation of equity shares, issue of duplicate certificates and supervising of the operations of the registrar and transfer agents and also maintaining investor relations and review and redressal of shareholders / investor's grievances.

During the year 2014-15, the committee met 4 times.

In accordance with Clause 49(VI)(D) of the Listing Agreement with Stock Exchanges, the Board has Authorised Mr. Managing director to approve share transfer / transmissions and comply with other formalities in relation thereto. Mr. Devendra S Shah has also been appointed as Compliance Officer of the Company.

There is no pending investor Complaints as on 31.03.2015.

There were no pending transfers as on 31<sup>st</sup> March 2015.

## 6. **Annual General Meeting :-**

The Annual General Meeting (AGMs) of the company have been held at the following places in the last three years.

<b>YEAR</b>	<b>DATE</b>	<b>TIME</b>	<b>VENUE</b>
2011-12	28-09-2012	12.30 P.M	<b>REGD. OFFICE</b>
2012-13	30-09-2013	12.30 P.M	<b>REGD. OFFICE</b>
2013-14	30-09-2014	12.30 P.M	<b>REGD. OFFICE</b>

No special resolution passed through postal ballot during the year.

No special resolution on matters requiring postal ballot are placed for share holders approval.

## 6. **DISCLOSURES REGARDING RELATED PARTY TRANSACTIONS:-**

There were no transaction by the company of material significance with related parties i.e. its Promoters, Directors of Companies or the Management or their relatives during the year which may have potential conflict with interest of the Company at large.

**7 . MEANS OF COMMUNICATION:**

- (i) The periodical unaudited / audited financial results are published in The Business Standard (English) and News Line (Vernacular Language) as required under the Listing Agreement. All financial and other vital information is promptly communicated to the stock exchanges on which company's shares are listed.
- (ii) The Management Discussion and Analysis report prepared by the management and forming part of the Annual Report is separately attached.

**8. GENERAL INFORMATION FOR SHAREHOLDERS:**

**(a) Regd. Office:-** The Address has been given above

**(b) Date, Time, Venue of Annual General Meeting:-**

30<sup>th</sup> September, 2015 at 11.00 AM at the Regd. Office.

**(c) Financial Reporting for the quarter ending:-**

JUNE 30	: END JULY
SEPT 30	: END OCTOBER
DEC 31	: END JANUARY
MARCH 31	: END APRIL

**(d) Date of Book Closure :**

25.09.2015 to 30.09.2015 (both days inclusive)

**(e) Listing Details :**

Bombay Stock Exchange Limited , Mumbai : Scrip Code 531646

The Company has paid listing fees to all Stock Exchanges till March 2015.

**(f) Market price data:**

The monthly High & Low Share prices of the company traded at the Stock Exchange, Mumbai from 1st April 2014 to 31st March, 2015 are available on the BSE website.

**(g) Registrar And Transfer Agent:**

For DEMAT & PHYSICAL - the company's RTA is :-

M/S PURVA SHARE REGISTRY PVT.LTD.  
9. SHIV SHAKTI IND. ESTATE,  
J.R. BORICHA MARG,  
OPP. KASTURBA HOSP.

LOWER PAREL (E), MUMBAI - 400011

**(h) Share Transfer System:**

The Company has a Share holders/ Investors grievance Committee who looks after share transfer job by meeting at regular intervals depending upon the receipt of the shares for transfer.

**(i) Investor Services:**

The Company has received certain complaints from the shareholders/investors during the year and all are resolved satisfactorily.

**(i) DEMATERIALISATION OF SHARES AND LIQUIDITY :**

The Company has appointed registrar & share transfer agent for electronic connectivity whose name & address has already been given. ISIN No. allotted by NSDL/CDSL is INE701D01035

**DISPOSAL OF INVESTOR GRIEVANCES**

The average time required by the Company for the redressal of routine investor grievances is estimated to be seven working days from the date of receipt of the complaint. In case of non-receipt routine complaints and where external agencies are involved. The Company will strive to redress these complaints as expeditiously as possible.

**CERTIFICATION WITH RESPECT TO FINANCIAL STATEMENT**

The Managing director of the Company has furnished a certificate to the Board of Directors of the Company with respect to accuracy of financial statements and adequacy of internal controls and compliance of Clause 49 as required under Clause 49 of the listing agreement.

**WHISTLE BLOWER POLICY**

Recently, the Security & Exchange Board of India has also prescribed the adoption by all listed companies, of a Whistle Blower Policy as a non-mandatory requirement. The company has adopted a Whistle Blower Policy, which affords protection and confidentiality to Whistle blowers. The Audit Committee Chairman is authorized to receive Protected Disclosures under this Policy. The Audit Committee is also authorized to supervise the conduct of investigations of any disclosures made whistle blowers in accordance with policy.

No personnel have been denied access to the Audit Committee. As of March 31, 2015, no Protected Disclosures have been received under this policy.

**CODE OF CONDUCT**

The Company's Board of Directors has adopted the code of conduct which govern the conduct of all directors /employees. All Directors and senior management personnel have affirmed compliance with respective codes for the year ended on 31<sup>st</sup> March 2015.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

The Company is in the business of financial activity. The key issues of the Management Discussion and Analysis are given below.

### **(a) Industry Structure and Developments**

The company is engaged in Leasing & Hire Purchase activities but presently the said business is not giving any substantial earning to the Company hence Company is presently engaged in consultancy, share broking and share trading mainly.

The fortunes of the Finance industry are, to a large extent, linked to the growth of the Industry and Investment sentiments of the people. The Industry is facing intense competition from the Foreign Financial Institution.

### **(b) Strength**

The strength of the company is known from its reputation which the company has earned due to its quality business and cordial relation with its clients and presently the company's financial position is sound due to boom in capital market because of governmental support.

### **( c ) Comment on Current year's performance**

Receipts	: The Receipt has significantly increased.
Operating Expenses	: The operating Expenses are well under control.
Operating Profits	: The Operating Profits are up to industry mark.
Indirect Expenses	: The Indirect Expenses are under control.
Depreciation	: Reasonable amount of Depreciation is provided.
Profit before tax	: Profit before tax is also showing an improving trend.
Taxation	: Taxation is Provided as per Income Tax Act.
Debtor/Sales	: Debtors are reasonable and realization period has decreased due to the policy of the Company.
Creditors/Purchase	: The Company has an established credit.

### **d) Opportunities and Threats**

The impact of boom in capital market and real estate market due to government support has provided a boost to the economy and it is set to grow at 20% to 25% supported by a smart growth in manufacturing and services sectors. This brings prosperity to a country and more and more people go for investment in Share market. Outlook for the year 2015 is positive. While the overall demand outlook for the year 2015 remains good, the Company expects the pressure on quality customers to continue due to competition.

### **(e) Segment wise performance**

The business of the Company falls under a single segment i.e. Share broking, Investment and trading in shares and derivatives for the purpose of Accounting Standard AS-17.

### **(f) Outlook**

The continual growth in the Finance sector is expected to give the necessary support to the Finance industry. The Company is making all efforts to accelerate growth of its business. It expects to improve its position in the market by focusing on technologically advanced and more profitable products/market segments and working aggressively in the areas of productivity, efficiency and cost reductions.

**(g) Risk and concerns**

The menace of local Finances and play of angadia has further compounded the problems of the organised Finance Industry as they use inferior way of transferring funds. The Stock market is also a risky place to put one's fund. The pull back of FIIs will also have an adverse effect on the share market.

**(h) Internal control system**

Internal audit and other controls have been found to be adequate. These are reviewed periodically by the Audit Committee and found the performance satisfactory.

**Place: AHMEDABAD  
Date : 29/08/2015**

**By order of the Board  
For, RFL INTERNATIONAL LTD.  
SD/-  
DEVENDRA S SHAH  
Chairman**



## **AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

The Board of Directors,  
**RFL International Ltd.,**  
**Ahmedabad**

We have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into, by the Company, with the Stock Exchanges of India, for the F.Y ended on 31<sup>st</sup> March 2015.

The compliance of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for the review, and the information and explanations given to us by the Company.

Based on such a review to the best of our information and according to the explanations given to us, in our opinion, the company has complied with the conditions of Corporate Governance, as stipulated in Clause 49 of the said listing agreement.

On the basis of certificate issued by the company and the Minutes of meetings of the Shareholders/ Investors Grievance Committee of the Company, we state that, there were no investor grievances pending against the Company for a period exceeding one month.

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

**For HARSHIT SHAH & ASSOCIATES,**  
*Chartered Accountants*  
(Firm Registration No. : 135095W)

Sd/-

HARSHI SHAH  
*Proprietor*  
MEM. NO. 150855

Place: VADODARA  
Date: 29/08/2015

## CHIEF EXECUTIVE OFFICER (CEO) CERTIFICATION

To  
The Board of Directors,  
**RFL INTERNATIONAL LIMITED,**  
**AHMEDABAD**

I, DEVENDRA S SHAHL, Managing Director of the Company, do hereby certify that:

1. I have reviewed the financial statements and the cash flow statement for the year 2014-15 and to the best of my knowledge and belief:
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - b. These statements present a true and fair view of the Company's affair and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps I have taken or propose to take to rectify these deficiencies.
4. I have indicated to the auditors and the Audit committee:
  - a. Significant changes in internal control over financial reporting during the year;
  - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c. 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.

**Place: AHMEDABAD**  
**Date : 29/08/2015**

**By order of the Board**  
**For, RFL INTERNATIONAL LTD.**  
**SD/-**  
**DEVENDRA S SHAH**  
**Chairman**

**AUDITORS' CERTIFICATE**

To,

The Board of Directors  
**RFL INTERNATIONAL LTD.,**  
**AHMEDABAD**

We have examined the attached Cash Flow Statement of **M/S. RFL INTERNATIONAL LTD.** for the year ended on 31-3-2015 The Statement has been prepared by the Company in accordance with the requirement of Listing Agreement Clause 32 with Mumbai Stock Exchange limited and is based on in agreement with corresponding Profit & Loss Account and Balance Sheet of the Company for 2014-15.

**For HARSHIT SHAH & ASSOCIATES,**  
*Chartered Accountants*  
(Firm Registration No. : 135095W)

Sd/-

HARSHI SHAH  
*Proprietor*  
MEM. NO. 150855

Place: VADODARA  
Date: 29/08/2015

## **INDEPENDENT AUDITORS' REPORT**

TO THE MEMBERS OF  
**RFL INTERNATIONAL LTD.**

### **Report on the Financial Statements**

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

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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 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 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 operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2015, and its loss and its cash flow 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 of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 and the Statement of Profit and Loss, and 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 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) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

iii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

For HARSHIT SHAH & ASSOCIATES,  
*Chartered Accountants*  
(Firm Registration No. : 135095W)

Sd/-

HARSHI SHAH  
*Proprietor*  
MEM. NO. 150855

Place: VADODARA  
Date: 29/08/2015

**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**  
**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

1. a) The company has maintained requisite records showing required particulars including quantitative details and situation of its fixed assets.  
b) According to the information and explanation given to us by the management of the company, most of the fixed assets of the company have been physically verified by the management during the year and the intervals of such verification had also been reasonable.
2. The provisions of Clause 2(a), 2(b) & 2(c) are not applicable since there is no activity and inventory during the year.
3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Act.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and its nature of business. During our course of audit, no major weakness was noticed by us in the existing internal control system in procedure.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits during the year and does not have any unclaimed deposits. Therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
6. The provisions of clause 3 (vi) of the Order are not applicable to the Company as the Company is not covered by the Companies (Cost Records and Audit) Rules, 2014.
7. a) According to the books and records as produced and examined by us in accordance with Generally Accepted Auditing Practices in India and also based on management representations, undisputed statutory dues in respect of provident fund, employee state insurance, income tax, wealth tax, service tax, sales tax, value added tax, excise duty, cess and other material statutory dues have generally been regularly deposited by the company during the year with the appropriate authorities in India.  
b) According to information and explanations given to us, no undisputed amounts payable in respect of income tax, service tax and excise duty were outstanding as on 31<sup>st</sup> March, 2015 for a period more than six months from the date the same became payable.  
c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
8. The Company does not have accumulated losses at the end of the financial years but has incurred cash losses during the financial year covered by our audit but not in the immediately preceding financial year.

9. As observed by us and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to its financial institution or bank during the year under audit.
10. As per the information and explanations given to us, the company has not given any guarantee for loans taken by others from any bank or financial institutions. Hence, reporting on terms and conditions of any such guarantee is irrelevant to our reporting.
11. According to the information and explanations given to us, the Company did not avail any term loan during the year
12. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year under audit and even upto the date of our audit.

For HARSHIT SHAH & ASSOCIATES,  
*Chartered Accountants*  
(Firm Registration No. : 135095W)

Sd/-

HARSHI SHAH  
*Proprietor*  
MEM. NO. 150855

Place: VADODARA  
Date: 29/08/2015



**PART I — BALANCE SHEET**  
**RFL INTERNATIONAL LIMITED**

**Balance Sheet as at 31 March 2015**

**(Amount in Rupees)**

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
1	2	3	4
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2	5,08,01,000	5,08,01,000
(b) Reserves and surplus	3	(1,84,16,791)	(61,80,259)
(c) Money received against share warrants		-	-
<b>2 Share application money pending allotment</b>			
		-	-
<b>3 Non-current liabilities</b>			
(a) Long-term borrowings	4	1,47,00,000	1,47,00,000
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities	5	1,45,69,887	1,69,02,209
(d) Long-term provisions		-	-
<b>4 Current liabilities</b>			
(a) Short-term borrowings		-	-
(b) Trade payables		-	-
(c) Other current liabilities		-	-
(d) Short-term provisions	6	1,33,610	16,250
<b>TOTAL</b>		<b>6,17,87,706</b>	<b>7,62,39,200</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
<b>1 (a) Fixed assets</b>			
(i) Tangible assets		-	-
(ii) Intangible assets		-	-
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments	7	2,01,25,000	2,69,75,000
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances		-	-
(e) Other non-current assets		-	-
<b>2 Current assets</b>			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	8	2,99,93,737	3,53,46,991
(d) Cash and cash equivalents	9	6,50,552	8,50,006
(e) Short-term loans and advances	10	1,10,18,417	1,30,67,203
(f) Other current assets		-	-
<b>TOTAL</b>		<b>6,17,87,706</b>	<b>7,62,39,200</b>

See accompanying notes to the Financial Statements.

Notes

1

0

**For Harshit Shah & Asso**  
**Chartered Accountants**  
**Firm Regn No. 135095W**

**On Behalf of the Board**  
**For RFL INTERNATIONAL LIMITED**  
**(CIN : L65910GJ1992PLC018270)**

Sd/-

Sd/-

Sd/-

**Harshit shah**

**(Dolly Shah)**

**(Devendra Shah)**

**Partner**

**DIN: 2690825**

**DIN: 3467426**

**Membership No.150855**

**Director**

**Managing Director**

**Date :** 29/05/2015

**Place :** Ahmedabad

**PART II – STATEMENT OF PROFIT AND LOSS**  
**RFL INTERNATIONAL LIMITED**

**Profit and loss statement for the year ended 31 March 2015**

(Amount in Rupees)

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
1	2	3	4
<b>I</b> Revenue from operations	11	45,62,558	28,52,414
<b>II</b> Increase in Inventories of FG/WIP/Stock-in-trade		-	-
<b>III</b> Other income		-	-
<b>IV Total Revenue (I + II + III)</b>		<b>45,62,558</b>	<b>28,52,414</b>
<b>V Expenses:</b>			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade	12	41,62,114	24,19,447
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
Employee benefits expense	13	1,85,000	1,50,000
Finance costs	14	-	26,036
Depreciation and amortization expense		-	-
Other expenses	15	1,24,51,976	1,83,536
<b>Total expenses</b>		<b>1,67,99,090</b>	<b>27,79,019</b>
<b>VI Profit before exceptional and extraordinary items and tax (III - IV)</b>		<b>(1,22,36,532)</b>	<b>73,395</b>
<b>VII</b> Exceptional items		-	-
<b>VIII Profit before extraordinary items and tax (V - VI)</b>		<b>(1,22,36,532)</b>	<b>73,395</b>
<b>IX</b> Extraordinary items		-	-
<b>X Profit before tax (VII- VIII)</b>		<b>(1,22,36,532)</b>	<b>73,395</b>
<b>XI Tax expense:</b>			
1 Current tax		-	6,250
2 Sort / Excess Provision for Tax		-	-
3 Deferred tax		-	-
<b>XII Profit (Loss) for the period from continuing operations (VII-VIII)</b>		<b>(1,22,36,532)</b>	<b>67,145</b>
<b>XIII</b> Profit/(loss) from discontinuing operations		-	-
<b>XIV</b> Tax expense of discontinuing operations		-	-
<b>Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>		-	-
<b>XVI Profit (Loss) for the period (XI + XIV)</b>		<b>(1,22,36,532)</b>	<b>67,145</b>
<b>XVII Earnings per equity share:</b>			
1 Basic		(02.41)	00.01
2 Diluted		(02.41)	00.01

See accompanying notes to the financial statements.

For Harshit Shah & Asso  
Chartered Accountants  
Firm Regn No. 135095W

On Behalf of the Board  
For RFL INTERNATIONAL LIMITED  
(CIN : L65910GJ1992PLC018270)

Sd/-  
**Harshit shah**  
Partner  
Membership No.150855

Sd/-  
**(Dolly Shah)**  
DIN: 2690825  
Director

Sd/-  
**(Devendra Shah)**  
DIN: 3467426  
Managing Director

Date : 29/05/2015  
Place : Ahmedabad

**RFL INTERNATIONAL LIMITED**

**Notes forming part of the financial statements**

**Note 2 Share Capital**

Particulars	31 March 2015		31 March 2014
	(`)		(`)
<b>(a) Authorised</b>			
5500000 Equity Shares of Rs. 10/- each (Previous year 5500000 Equity Shares of Rs.10/- each)	5,50,00,000		5,50,00,000
	<b>5,50,00,000</b>		<b>5,50,00,000</b>
<b>(b) Issued , subscribed and fully paid up</b>			
5085500 equity shares of Rs. 10/- each fully paid up with voting rights (Previous year 5085500 Equity Shares of Rs. 10/- each)	5,08,55,000		5,08,55,000
Less: Calls In Arrears	54,000		54,000
	<b>5,08,01,000</b>		<b>5,08,01,000</b>

**Notes:**

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

Issued, subscribed and fully paid up

Particulars	Opening balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Other Changes	Closing balance
Equity shares with voting rights								
Year ended 31 March 2015								
- Number of shares	50,85,500	-	-	-	-	-	-	50,85,500
- Amount (`)	5,08,55,000	-	-	-	-	-	-	5,08,55,000
Year ended 31 March 2014								
- Number of shares	50,85,500	-	-	-	-	-	-	50,85,500
- Amount (`)	5,08,55,000	-	-	-	-	-	-	5,08,55,000

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

Class of shares/Name of shareholder	31 March 2015		31 March 2014	
	Number of shares held	% held	Number of shares held	% held
<u>Equity shares with voting rights</u>	-	0.00%	#REF!	#REF!

**RFL INTERNATIONAL LIMITED**

**Notes forming part of the financial statements**

(Amount in Rupees)

Particulars	As on 31 March 2015 Amount in (Rs.)	As on 31 March 2014 Amount in (Rs.)
<b>3 Reserves and Surplus</b>		
(i) Reserves and Surplus shall be classified as:		
(a) Capital Reserves;	-	
(b) Capital Redemption Reserve;	-	
(c) Securities Premium Reserve;	-	-
(d) Debenture Redemption Reserve;	-	-
(e) Revaluation Reserve;	-	-
(f) Share Options Outstanding Account;	-	-
(g) Other Reserves--(specify the nature and purpose of each reserve and the amount in respect thereof);	-	-
(h) Surplus i.e., balance in Statement of Profit and Loss disclosing allocations and appropriations such as dividend, bonus shares and transfer to/from reserves, etc.;	(1,84,16,791)	(61,80,259)
	<b>(1,84,16,791)</b>	<b>(61,80,259)</b>
<b>Money received against Share warrants</b>	-	-
	-	-
<b>Share application money pending allotment</b>		
i. Pending for less than one year	-	-
ii. Pending for more than one year	-	-
	-	-
<b>4 Long-Term Borrowings (Secured, considered goods)</b>		
(a) Bonds/debentures;		
(A) Foreign Currency	-	-
(B) Rupee	-	-
(b) Term loans:		
(A) Foreign Currency	-	-
(B) Rupee Loans		
1 from banks.	-	-
2 from other parties.	-	-
(c) Deferred payment liabilities;	-	-
(d) Deposits;	-	-
(e) Loans and advances from related parties;	-	-
(f) Long term maturities of finance lease obligations;	-	-
(g) Other loans and advances	-	-
(h) Loan from Subsidiaries	-	-
(i) Loan from Directors	-	-
(j) Loan from Managers	-	-
(k) Loan taken for Fixed Assets	-	-
(l) Hire Purchase Instalment Payable	-	-
(m) Other Secured Borrowings	-	-
	-	-
<b>4 Long-Term Borrowings (Unsecured, considered goods)</b>		
(a) Bonds/debentures;		
(A) Foreign Currency	-	-
(B) Rupee	-	-
(b) Term loans:		



(A) from banks.		
(B) from Non-Banking Finance Companies	-	
(C) from other financial institution	-	
(D) from others		
(b) Loans and advances from related parties;		
(c) Deposits;		
(d) Other loans and advances (specify nature).	-	-
	<u>-</u>	<u>-</u>
	<u><u>-</u></u>	<u><u>-</u></u>

**Short-term borrowings (Unsecured, considered goods)**

(a) Loans repayable on demand;		
(A) from banks.	-	-
(B) from Non-Banking Finance Companies	-	-
(C) from other financial institution	-	-
(D) from others	-	-
(b) Loans and advances from related parties;	-	-
(c) Deposits;	-	-
(d) Other loans and advances (specify nature).	-	-
	<u>-</u>	<u>-</u>
	<u><u>-</u></u>	<u><u>-</u></u>

a. Details of Default in Repayment of Long Term Borrowings & Interest

b. Details of Short Term Borrowings guaranteed by Directors & Others

c. Other Information

**Trade Payable**

i) Outstanding for more than 1 year	-	-
ii) Others	-	-
	<u>-</u>	<u>-</u>
	<u><u>-</u></u>	<u><u>-</u></u>

**Other current liabilities**

(a) Current maturities of long-term debt;	-	
(b) Current maturities of finance lease obligations;		
(c) Interest accrued but not due on borrowings;		
(d) Interest accrued and due on borrowings;		
(e) Income received in advance;		
(f) Unpaid dividends;		
(g) Application money received for allotment of securities and due for refund and interest accrued thereon.	-	
(h) Unpaid matured deposits and interest accrued thereon;		
(i) Unpaid matured debentures and interest accrued thereon;		
(j) Other payables	-	-
	<u>-</u>	<u>-</u>
	<u><u>-</u></u>	<u><u>-</u></u>

a. **Details of Share Application Money Refundable**

Period for which Share Application money has been pending  
Reason for such pendency  
Proposed period before which shares shall be allotted  
No. of shares proposed to be issued  
Face Value of each Share

Value of Shares  
Amount of Premium, if any  
Other Terms & Conditions  
Does company have sufficient Authorised Capital to cover the share capital resulting from allotment of shares

a. **Other Information**

**6 Short-term provisions**

The amounts shall be classified as:

(a) Provision for employee benefits.		
(b) Provision for income-tax	6,250	6,250
(c) Provision for Wealth-tax	-	
(d) Proposed Dividend	-	
(e) Tax on Dividend		
(f) Provision for Statutory Liabilities		
(g) Others (specify nature).	1,27,360	10,000
	<b>1,33,610</b>	<b>16,250</b>

**Tangible assets**

(i) Classification shall be given as:

(a) Land;		
(b) Buildings;		
(c) Plant and Equipment;	-	
(d) Furniture and Fixtures;	-	
(e) Vehicles;	-	
(f) Office equipment;	-	
(g) Others		
	<b>-</b>	<b>-</b>

**Intangible assets**

(i) Classification shall be given as:

(a) Goodwill;		
(b) Brands /trademarks;		
(c) Computer software;		
(d) Mastheads and publishing titles;		
(e) Mining rights;		
(f) Copyrights, and patents and other intellectual property rights, service	-	
(g) Recipes, formulae, models, designs and prototypes;		
(h) Licences and franchise;		
(i) Others (specify nature).	-	
	<b>-</b>	<b>-</b>

**7 Non-current investments**

(i) Non-current investments shall be classified as trade investments and other investments and further classified as:

(a) Investment property;		
(b) Investments in Equity Instruments;		
a) Listed equities		
b) Unlisted equities	2,01,25,000	2,69,75,000
(c) Investments in preference shares;		
(d) Investments in Government or trust securities;	-	
(e) Investments in debentures or bonds;	-	
(f) Investments in Mutual Funds;		
(g) Investments in partnership firms;	-	
(h) Other non-current investments		
	<b>2,01,25,000</b>	<b>2,69,75,000</b>

**Long-term loans and advances**

(i) Long-term loans and advances shall be classified as:

(a) Capital Advances;	-	-
(b) Security Deposits;	-	-
(c) Loans and advances to related parties (giving details thereof);	-	-
(d) Other loans and advances	-	-
	<hr/>	<hr/>
	<hr/>	<hr/>

**Other non-current assets**

Other non-current assets shall be classified as:

(i) Long-term Trade Receivables (including trade receivables on deferred cre	-	-
(ii) Others (specify nature);	-	-
(iii) Long term Trade Receivables, shall be sub-classified as:	-	-
(A) Secured, considered good;		
(B) Unsecured, considered good;		
(C) Doubtful.		
	<hr/>	<hr/>
	<hr/>	<hr/>

**Current Investments**

(i) Current investments shall be classified as:

(a) Investments in Equity Instruments;		
i) Listed equities		
s Unlisted equities		
(b) Investment in Preference Shares;		
(c) Investments in Government or trust securities;	-	-
(d) Investments in debentures or bonds;	-	-
(e) Investments in Mutual Funds;		
(f) Investments in partnership firms;		
(g) Other investments (specify nature).		
	<hr/>	<hr/>
	<hr/>	<hr/>

**Inventories**

(i) Inventories shall be classified as:

(a) Raw materials;		
(b) Work-in-progress;	-	-
(c) Finished goods;	-	-
(d) Stock-in-trade (in respect of goods acquired for trading);		
(e) Stores and spares;		
(f) Loose tools;		
(g) Others		
(i) Goods-in-transit shall be disclosed under the relevant sub-head	-	-
(ii) Mode of valuation shall be stated.		
	<hr/>	<hr/>
	<hr/>	<hr/>

@ Internally manufactured components are excluded from raw materials and classified as:

- i) finished goods, if they are sold without further processing.
- ii) work-in-progress or as 'manufactured components subject to further processing' or as 'semi-finished products' or 'intermediate products', if they are sold only after further processing .
- iii) manufactured components', if they are sometime sold without further processing and sometimes after further processing.

Under the Revised Schedule VI, there is no need to give quantitative details for any of the items.

Details required to be given under broad heads for work-in-progress should be determined based on the nature of each business and other facts and circumstances. Normally 10% of total value of work-in-progress is considered as an acceptable threshold for determination of broad heads. Any other threshold can also be considered taking into account the concept of materiality and presentation of true and fair view of the financial statements.



**Note:** Details of inventory of work-in-progress

<b>Particulars</b>	<b>31/03/2015</b>	<b>31/03/2014</b>
Product X1		
Product Y1		
Product Z1		
Other items		
<b>Total</b>	-	-

Mode of valuation for each class of inventories should be disclosed, if other than "at lower of cost and net realisable value".

### 8 Trade Receivables

(i) Trade receivables outstanding for a period exceeding six months from the date they were due for payment #

- a) More than Six Months
- b) Others

-	-
2,99,93,737	3,53,46,991
<b>2,99,93,737</b>	<b>3,53,46,991</b>

### 9 Cash and cash equivalents

(i) Cash and cash equivalents shall be classified as:

- (a) Balances with banks;
- (b) Cheques, drafts on hand;
- (c) Cash on hand;
- (d) Others

1,23,554	1,24,559
-	-
5,26,998	7,25,447
<b>6,50,552</b>	<b>8,50,006</b>

### 10 Short-term loans and advances

(a) **Loans and advances to related parties**

- (i) Secured, considered good;
- (ii) Unsecured, considered good;
- (ii) Doubtful.

-	-
-	-
-	-

**Less :** Provision for doubtful loans and advances

-	-
-	-

(b) **Security deposits**

- (i) Secured, considered good;
- (ii) Unsecured, considered good;
- (ii) Doubtful.

-	-
-	-
-	-

**Less :** Provision for doubtful deposits

-	-
-	-

(c) **Loans and advances to employees**

- (i) Secured, considered good;
- (ii) Unsecured, considered good;
- (ii) Doubtful.

-	-
-	-
-	-

**Less :** Provision for doubtful loans and advances

-	-
-	-

(d) **Prepaid expenses - Unsecured, considered good**

- (a) Prepaid Expenses

-	-
-	-

(e) <b>Balances with government authorities (Unsecured, considered good)</b>		
(i) CENVAT credit receivable		
(ii) VAT credit receivable		
(iii) Service Tax credit receivable		
	-	-
(g) <b>Others</b>		
(a) <b><u>Loans to Companies</u></b>		
	-	-
(b) Loans to Others	1,10,18,417	1,30,67,203
	<b>1,10,18,417</b>	<b>1,30,67,203</b>
(c) <b>Advance to Supplier</b>		
Others		
	-	-
(i) Secured, considered good;		
(ii) Unsecured, considered good;		
(ii) Doubtful.		
	-	-
<b>Less:</b> Provision for other doubtful loans and advances	-	-
	-	-
	-	-
<b>Total (a+b+c+d+e+f+g)</b>	<b>1,10,18,417</b>	<b>1,30,67,203</b>

@ Details of loans and advances to related parties should be given in accordance with the disclosure requirements contained in AS 18 Related Party Disclosures.

**Note:** Short-term loans and advances include amounts due from:

Particulars	31/03/2015	31/03/2014
Directors *		
Other officers of the Company *		
Firms in which any director is a partner (give details per firm)		
Private companies in which any director is a director or member (give details per company)		

\*Or any of them either severally or jointly with any other person to be stated separately.

**Other current assets (specify nature)**

- |  |   |
|--|---|
| (a) Unbilled revenue                         | - |
| (b) Unamortised expenses                     |   |
| (i) Ancillary borrowing costs                |   |
| (ii) Share issue expenses (where applicable) |   |
| (iii) Discount on shares (where applicable)  |   |
| (c) Accruals                                 |   |
| (i) Interest accrued on deposits             |   |
| (ii) Interest accrued on investments         |   |
| (iii) Interest accrued on trade receivables  |   |
| (d) Others                                   |   |
| (i) Insurance claims                         |   |
| (ii) Receivables on sale of fixed assets     |   |
| (iii) Contractually reimbursable expenses    |   |
| (iv) Others (specify nature)                 |   |

-	-
---	---

☞ To disclose current assets that do not fit into any other asset category.  
In case any amount classified under this category is doubtful, it is advisable that such doubtful amount as well as any provision made there against is separately disclosed.

<b>T. Contingent liabilities and commitments (to the extent not provided for)</b>	-
(i) Contingent liabilities shall be classified as:	
(a) Claims against the company not acknowledged as debt;	
(b) Guarantees;	
(c) Other money for which the company is contingently liable.	
(ii) Commitments shall be classified as:	
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for;	-
(b) Uncalled liability on shares and other investments partly paid;	
(c) Other commitments (specify nature).	
	<hr/> <hr/>
	- -
<b>U.</b> The amount of dividends proposed to be distributed to equity and preference shareholders for the period and the related amount per share shall be disclosed separately. Arrears of fixed cumulative dividends on preference shares shall also be disclosed separately.	
<b>V.</b> Where in respect of an issue of securities made for a specific purpose, the whole or part of the amount has not been used for the specific purpose at the balance sheet date, there shall be indicated by way of note how such unutilised amounts have been used or invested.	
<b>W.</b> If, in the opinion of the Board, any of the assets other than fixed assets and non-current investments do not have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion, shall be stated.	

**RFL INTERNATIONAL LIMITED****Notes forming part of the financial statements**

Particulars	As on 31 March 2015 Amount in (Rs.)	As on 31 March 2014 Amount in (Rs.)
<b>11 In respect of a company other than a finance company revenue from operations shall disclose separately in the notes revenue from—</b>		
(a) Sale of shares	45,62,558	28,52,414
(b) Sale of services;	-	-
(c) Other operating revenues;	-	-
<b>Less:</b>		
(d) Excise duty.	-	-
	<b>45,62,558</b>	<b>28,52,414</b>
<b>14 Finance Costs</b>		
(a) Interest expense;		14,558
(b) Other borrowing costs;		
(c) net gain/loss on foreign currency transactions and translation.	-	-
(d) Forward cancellation	-	-
(e) Bank charges/Bank Guarantee Charges	-	11,478
	-	<b>26,036</b>
<b>Other income</b>		
(a) Interest Income (in case of a company other than a finance company);		
(b) Net gain/loss on sale of investments;	-	-
(c) Commission & Brokerage	-	-
(d) Compensation Received	-	-
	-	-
<b>13 Employee Benefits Expenses</b>		
1 Salaries and Wages	1,85,000	1,50,000
2 Bonus		
3 Directors' Remuneration		
4 Leave Encashment		
5 Staff Welfare Expenses		
	<b>1,85,000</b>	<b>1,50,000</b>
<b><u>Depreciation &amp; amortisation expenses</u></b>		
Depreciation expense;	-	-
Amortisation expense;	-	-
	-	-
<b>Changes In Inventories</b>		
<b>1 Traded Goods</b>		
Opening Stock	-	-
Less : Closing Stock	-	-
	-	-

<b>Total</b>	-	-
<b>Increase in Inventories of FG/WIP/Stock-in-trade</b>	-	-
<b>Decrease in Inventories of FG/WIP/Stock-in-trade</b>	-	-
<b>12 PURCHASES OF STOCK-IN-TRADE</b>		
Shares purchased	41,62,114	24,19,447
Finished Goods	-	-
	<b>41,62,114</b>	<b>24,19,447</b>
<b><u>Other Expenses</u></b>		
<b>Manufacturing &amp; Service Cost</b>		
Transportation charges/Freight	-	-
<b>Consumption of stores and spare parts.:</b>		
Power and fuel. (Electricity/Generator Exp)	-	-
Repairs to buildings.	-	-
Repairs to machinery	-	-
	-	-
<b>Payment to Auditors</b>		
As auditors - statutory audit	5,000	5,000
For taxation matters	-	-
For company law matters	-	-
For management services	-	-
For other services	-	-
Reimbursement of expenses	-	-
	<b>5,000</b>	<b>5,000</b>
<b>Selling/Marketing Expenses</b>		
Sales promotion including publicity (other than advertisement)	-	-
Advertisement	9,655	12,558
Commission Paid	-	-
	<b>9,655</b>	<b>12,558</b>
<b>Duties and taxes in respect of goods and services purchased</b>		
Service tax	-	-
VAT/ Sales tax	-	-
Any other tax	-	-
Rents	35,000	35,000
<b>Insurance</b>		
Medical Insurance	-	-
Life Insurance	-	-
Keyman Insurance	-	-
Other Insurance including factory, office, car, goods, etc	-	-
Workmen and staff welfare expenses	-	-
Entertainment	-	-
Hospitality	-	-
Conference	-	-
Hotel, Boarding and Lodging	-	-
Travelling expenses including foreign travelling	-	-

Conveyance Expenses	-	-
Telephone Exps.	-	-
Guest House Expenses	-	-
Club expenses	-	-
Festival celebration expenses	-	-
Scholarships	-	-
Gift	-	-
Donation	-	-
Rates and taxes, paid or payable to Government or any local body (ex	-	-
Union Excise Duty	-	-
Service Tax	-	-
VAT/Sales Tax	-	-
Cess	-	-
Any other rate, tax, duty or cess	-	-
Other Expenses	64,02,321	1,30,978
Bad debts	60,00,000	-
Provision for bad & doubtful debts	-	-
Other Provisions	-	-
	<b>1,24,37,321</b>	<b>1,65,978</b>
	<b>1,24,51,976</b>	<b>1,83,536</b>

**Other Expenses**

Accounting Charges	-	-
Amount w/off	-	-
Books & Periodicals	-	-
Computer Rep & Maint	6,000	7,500
Consultancy Charges	-	-
Demat/Depository Charges	17,000	16,854
Electricity Expenses	15,226	18,554
Income Tax Expenses	-	-
Internet & Cable Expenses	-	-
Legal & Professional Charges	15,000	20,000
Listing fees	1,12,360	28,090
Loss from share Trading	-	-
Loss on Sale of Shares Unquoted Shares	62,03,254	-
Loss on sale of Fixed Assets	-	-
Miscellaneous Exp	-	-
Motor car running & Maint	-	-
News Paper & Magazines	-	-
Office Maintainence Exp	-	-
Penalties & Interest	-	-
Postage & Courier exp	-	-
Preliminary Expd w/off	-	-
Printing & Stationery	5,124	6,874
Profession Tax	-	-
Registrar	10,000	10,000
Travelling	5,699	8,547
Telephone	12,658	14,559
Water Charges	-	-
	<b>64,02,321</b>	<b>1,30,978</b>

c) Other Expenses

**RFL INTERNATIONAL LIMITED****Grouping to the Financial Statement for the year ended 31 March 2015**

	As at 31/03/2015	As at 31/03/2014
<b><u>Reserves and Surplus</u></b>		
<b><u>Securities Premium Reserve</u></b>		
Balance at the beginning of the year	-	-
<b>Add:</b> Premium on shares issued during the year		
<b>Balance at the end of the year</b>	<b>-</b>	<b>-</b>
<b><u>General reserve</u></b>		
Balance at the beginning of the year	-	-
<b>Add:</b> Transferred from surplus in Statement of Profit and Loss		
<b>Less:</b> Utilised / transferred during the year for:		
Issuing bonus shares		
Others (give details)		
<b>Balance at the end of the year</b>	<b>-</b>	<b>-</b>
<b><u>Surplus in Profit &amp; Loss Account</u></b>		
Opening balance	(61,80,259)	(62,47,404)
Add: Profit/(Loss) during the year	(1,22,36,532)	67,145
<b>Closing Balance</b>	<b>(1,84,16,791)</b>	<b>(61,80,259)</b>
<b><u>Long-Term Borrowings</u></b>		
<b>Loans and advances from related parties;</b>	-	-
	-	-
<b><u>Long-Term Borrowings</u></b>		
<b>Long term maturities of finance lease obligations;</b>	-	-
	-	-
<b><u>Long-Term Borrowings</u></b>		
<b>Other loans and advances</b>	-	-
	-	-
<b><u>Other Long-term Liabilities</u></b>		
<b>Trade payables</b>		
Others	1,45,69,887	1,69,02,209
	-	-
	-	-

-	-
1,45,69,887	1,69,02,209

**Other Long-term Liabilities**

Others

-	-
---	---

**Long-term provisions**

Others

-	-
---	---

**Short-term borrowings**

Loans and advances from related parties;

-	-
---	---

**Short-term borrowings**

Deposits;

-	-
---	---

**Short-term borrowings**

Other loans and advances (specify nature).

-	-
-	-

**Trade Payable**

Outstanding for more than 1 year

-	-
---	---

**INTERNAL CREDITORS**

**Legal & Professional - IT- ROC ETC**

**Listing & Custodian**

**Sundry Creditors for Purchase**

**Sundry Creditors for Salary**



**Creditors for Goods**

-	-
-	-
<hr/>	<hr/>
<hr/>	<hr/>

**Other current liabilities**

Statutory Dues  
TDS Payable  
Municipal Taxes  
Profession Tax Employee

-	-
-	-
<hr/>	<hr/>
<hr/>	<hr/>

**Short-term provisions**

**Provision for Income Tax**  
Provision for Taxation  
**Less : Self Assessment Tax Paid A.Y.11-12**  
**Less : TDS on Interest A.Y. 11-12**  
**Less : TDS on Commission A.Y. 11-12**

-	-
-	-
<hr/>	<hr/>
<hr/>	<hr/>

**Non-current investments**

Other non-current investments

-	-
-	-
<hr/>	<hr/>
<hr/>	<hr/>

**Long-term loans and advances**

**Capital Advances;**  
**Advance for Properties**

-	-
-	-
<hr/>	<hr/>
<hr/>	<hr/>

**Long-term loans and advances**

**Security Deposits;**

-	-
-	-
<hr/>	<hr/>
<hr/>	<hr/>

**Long-term loans and advances**

Loans and advances to related parties

-	-
-	-
<hr/>	<hr/>
<hr/>	<hr/>

**Long-term loans and advances**

Other loans and advances

-	-
-	-
<hr/>	<hr/>
<hr/>	<hr/>

**Long-term loans and advances**

**Other loans and advances**  
**Income Tax Receivable**  
Income Tax Receivable A.Y. 13-14

TDS on Interest Receivable A.Y. 14-15  
TDS on Commission Receivable A.Y. 14-15  
TDS on Interest Receivable A.Y. 15-16

-	-
-	-

**Other non-current assets**

Long-term Trade Receivables (including trade receivables on deferred credit terms);

-	-
-	-
-	-

**Other non-current assets**

Others

-	-
-	-

**Current Investments**

Other investments

-	-
-	-

**Inventories**

Others

Goods-in-transit shall be disclosed under the relevant sub-head of inventories.

Mode of valuation shall be stated.

-	-
-	-
-	-
-	-

**Trade Receivables**

**Outstanding for more than 1 year**

-	-
-	-

**Trade Receivables**

Others

2,99,93,737	3,53,46,991
-	-
<b>2,99,93,737</b>	<b>3,53,46,991</b>

**Cash and cash equivalents**

Balances with banks;

Axis Bank Limited

1,23,554                      1,24,559

Cheques, drafts on hand;

Cash on hand;

5,26,998                      7,25,447

Others

-	-
<b>6,50,552</b>	<b>8,50,006</b>

**Short-term loans and advances**

Loans and advances to related parties

-	-
-	-
<hr/>	<hr/>
-	-
<hr/> <hr/>	<hr/> <hr/>

**Short-term loans and advances**

Others

-	-
-	-
<hr/>	<hr/>
-	-
<hr/> <hr/>	<hr/> <hr/>

**Other current assets**

-	-
-	-
<hr/>	<hr/>
-	-
<hr/> <hr/>	<hr/> <hr/>

**PART III – STATEMENT OF CASH FLOW**  
**RFL INTERNATIONAL LIMITED**

**Cash Flow Statement for the year ended 31 March 2015**

	<b>31/03/2015</b>	<b>31/03/2014</b>
<b>Cash flows from operating activities before tax</b>		
Net Profit before tax	(1,22,36,532)	73,395
<b>Adjustments for:</b>		
Depreciation and Amortization	-	-
Amortisation of share issue expenses and discount on shares		
Preliminary Expenses w/off	-	-
Interest Income	-	-
Dividend Income		
Finance costs	-	26,036
Net (gain) / loss on sale of investments		
<b>Operating profit / (loss) before working capital changes</b>	<b>(1,22,36,532)</b>	<b>99,431</b>
<b>Changes in Working Capital:</b>		
(Increase)/Decrease in Trade Receivables	53,53,254	15,53,911
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Short-Term Loans and Advances	20,48,786	-
(Increase)/Decrease in Other Current Assets		
(Increase)/Decrease in Other Non-Current Assets		
Increase/(Decrease) in Trade Payables	-	-
Increase/(Decrease) in Other current liabilities	(23,32,322)	(15,66,912)
Increase/(Decrease) in Short-Term Provisions	1,17,360	-
Increase/(Decrease) in Long-Term Provisions	-	-
<b>Profit generated from operations</b>	<b>(70,49,454)</b>	<b>86,430</b>
Cash flow from extraordinary items		
<b>Cash generated from operations</b>	<b>(70,49,454)</b>	<b>86,430</b>
Tax paid (net of refunds)	-	(6,250)
<b>Net Cash From/(Used in ) Operating Activities</b>	<b>(A) (70,49,454)</b>	<b>80,180</b>
<b>Cash Flows from Investing Activities</b>		
Capital expenditure on fixed assets, including capital advances		
Proceeds from sale of fixed assets		
Purchase of long-term investments (Subsidiaries)		
Sales (Purchase) of other investments	68,50,000	-
Long-term loans and advances	-	-
Loans & advances given to Subsidiaries		
Interest received	-	-
Net (gain) / loss on sale of investments		
Dividend received		
Cash flow from extraordinary items		
<b>Net cash from/(Used in) Investing Activities</b>	<b>(B) 68,50,000</b>	<b>-</b>
<b>Cash flows from Financing Activities</b>		
Proceeds from issue of equity shares		
Security Premium from issue of equity shares		
Proceeds from issue of preference shares		
Proceeds from long-term borrowings	-	-
Repayment of long-term borrowings		
Net increase / (decrease) in working capital borrowings		
Proceeds from other short-term borrowings		
Repayment of other short-term borrowings	-	-
Share issue expenses		
Finance cost	-	(26,036)
Cash flow from extraordinary items		
<b>Net cash from/(Used in) Financing Activities</b>	<b>(C) -</b>	<b>(26,036)</b>

<b>Increase in Cash and Cash Equivalents during the year</b>	<b>(A+B+C)</b>	(1,99,454)	54,144
Cash and Cash Equivalents at the beginning of the year		8,50,006	7,95,862
<b>Cash and Cash Equivalents at the end of the year</b>		<b>6,50,552</b>	<b>8,50,006</b>

**Note: Previous Year figures has been regrouped/rearranged wherever considered necessary.**

As per our report on even date

**For Harshit Shah & Asso**  
**Chartered Accountants**  
**Firm Regn No. 135095W**

**On Behalf of the Board**  
**For RFL INTERNATIONAL LIMITED**  
**(CIN : L65910GJ1992PLC018270)**

Sd/-

**Harshit shah**  
**Partner**  
**Membership No.150855**

Sd/-

**(Dolly Shah)**  
**DIN: 2690825**  
**Director**

Sd/-

**(Devendra Shah)**  
**(3467426)**  
**Managing Director**

**Date :** 29/05/2015

**Place :** Ahmedabad

## **STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES**

### **1. Basis of Preparation of Financial Statement**

The company follows mercantile system of accounting , recognition income and expenditure on accrual basis. The accounts are prepared on historical cost convention and as a going concern and in accordance with the provision of the companies act, 1956 as adopted consistently by the company. Accounting policies not referred to specifically otherwise are consistent and in consonance with generally accepted accounting policies.

### **2. Fixed Assets**

Fixed Assets which have been put to use are shown at cost or acquisition (including expenses related to installation and proportionate share of Preoperative expenses top the relative assets) less depreciation. No depreciation has been provided on fixed assets which are under installation or installed but not put to use.

### **3. Depreciation**

(1) Depreciation is provided on pro-rata basis, from the date on which assets have been put to use.

(2) Depreciation is provided on Written Down value basis at the rates as prescribed u/s. XIV to the Co. Act' 1956.

### **4. Related Party Disclosure**

There is no related party transactions took place during the year.

**5.** The company has not made any provision for deferred tax liability arising out of timing difference on account of depreciation as per companies act and Income Tax Act as per Accounting Standard AS-22 prescribed ICAI

## **B. NOTES TO ACCOUNTS**

1. Balance confirmation have not been received in certain cases. Thus such balance due to or due from the parties are subject to necessary adjustment on receipt of confirmation.
2. We relying the entry appearing in the books of accounts when ever proper supporting not attached.

3. Auditors Remuneration

	<b>2014-15</b>	<b>2013-14</b>
Audit Fees	Rs. 5000/-	5000/-
Tax Audit Fees	Rs 0.00/-	0.00/-
Fees for Taxation & other matter	Rs. 0.00	0/-
	-----	-----
	Rs. 5000/-	5000/-

4. Additional information pursuant to the provision of paragraph 3 & 4 in part 11 of the Schedule vi of the companies act 1656 is not applicable.

As per our report attached

FOR HARSHIT SHAH & ASSOCIATES

FOR & ON BEHALF OF BOARD OF DIRECTOR

Chartered Accountants

RFL INTERNATIONAL LTD

SD/-

SD/-

SD/-

HARSHIT SHAH

DEVENDRA SHAH

DOLLY SHAH

(PARTNER)

(M.D.)

(DIRECTOR)

**Mem. No. 150855**

PLACE : VADODARA

Date : 30/05/2015

# RFL INTERNATIONAL LTD.

Registered Office: 304, AKRUTI COMPLEX, NR. STADIUM SIX ROAD, CIRCLE NAVRANGPURA, AHMEDABAD(GUJ.)-380009

## MGT – 11 PROXY FORM

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

Name of the member:

Registered address:

Email ID

No of Shares held

Folio No./Client ID:

DP. ID:

I/We, being the member(s) of .....shares of the above named company, hereby appoint

1. Name: .....  
Address:.....  
E-mail Id: .....  
Signature: ..... , or failing him
2. Name: .....  
Address:.....  
E-mail Id: .....  
Signature: ..... , or failing him
3. Name: .....  
Address:.....  
E-mail Id: .....  
Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, September 30, 2015 at 11.00 a.m. at the Registered Office of the Company and at any adjournment thereof in respect of such Resolutions as are set out in the notice.

Signed this            day of            2015.  
Signature of shareholder(s)  
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.**



# RFL INTERNATIONAL LTD.

Registered Office: 304, AKRUTI COMPLEX, NR. STADIUM SIX ROAD, CIRCLE NAVRANGPURA, AHMEDABAD(GUJ.)-380009

## Form No MGT - 12

### POLLING PAPER

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

#### Sr. No.:

1. Name and Registered address of the Sole/First Named Shareholder:
2. Name of Joint Holders If any (in block letters):
3. Folio No./DP ID no\*/Client ID No. :
4. Number of shares held:

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

Description	No. of shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
Item No. 1 of the Notice			
Item No. 2 of the Notice			
Item No. 3 of the Notice			

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder

## **RFL INTERNATIONAL LTD.**

---

Registered Office: 304, AKRUTI COMPLEX, NR. STADIUM SIX ROAD, CIRCLE NAVRANGPURA, AHMEDABAD(GUJ.)-380009

### **Attendance Slip**

Name:

No of Shares:

Folio No./DP/Client ID:

I hereby record my presence at the Annual General Meeting of the Company on Wednesday, the September 30, 2015 at the Regd. Office at 11.00 a.m.

---

(Proxy's full name in block capitals)

---

Member's/Proxy's Signature