

# ROYAL INDIA CORPORATION LIMITED

32<sup>ND</sup>

## ANNUAL REPORT 2015-2016



Registered office:

CIN : L45400MH1984PLC032274

62, 6<sup>th</sup> Floor, C-Wing, Mittal Tower, Nariman Point, Mumbai 400 021.

☎ 022-43417777 📠 022-22877272 ✉ info@ricl.in 🌐 www.ricl.in

**BOARD OF DIRECTORS**

MANISH NAVNEET SHAH

*Managing Director*

HITESH MANGILAL JAIN

*Whole time Director cum CFO*

DAMODAR HARI PAI

*Independent Director*

RAVIKANT CHATURVEDI

*Independent Director*

MANISHA ANAND

*Independent Director*

SIDDHI PATIL

*Company Secretary & Compliance Officer***CORPORATE OFFICE**62, 6<sup>th</sup> Floor, C-Wing, Mittal Tower,

Nariman Point, Mumbai 400021.

**AUDITOR**

M/s DMKH &amp; Co., Chartered Accountants

C-9, Sanjay Apartments, Near Gokul Hotel,

Sardar Vallabhbhai Patel (S.V.P.) Road,

Borivali (West), Mumbai 400092.

**SHARE TRANSFER AGENT AND REGISTRAR**

Link Intime India Private Limited

C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (West),

Mumbai 400078.

**BANKERS**

ICICI Bank Limited

RBL Bank Limited

Kotak Mahindra Bank

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(CIN: L45400MH1984PLC032274)

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Nariman Point, Mumbai 400021.

Tel. 022-43417777 Fax 022-22877272

Web: www.ricl.in, E-mail: info@ricl.in

**NOTICE**

**Notice** is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of Royal India Corporation Limited will be held on Thursday, August 11, 2016 at 11.30 a.m. at the registered office of the Company at 62, 6th Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai- 400 021, to transact the following business:-

**ORDINARY BUSINESS:-**

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2016 and the Statement of Profit and Loss Account for the year ended as on that date together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Hitesh Jain (DIN No. 05263120), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard 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 the Companies Act, 2013, and the rules made there under, including statutory modification(s) or re-enactment(s) thereof for the time being in force, appointment of M/s. DMKH & Co., Chartered Accountants, (Firm Registration No. 116886W), Mumbai, as the Statutory Auditors of the Company to hold office from the conclusion of 31<sup>st</sup> Annual General Meeting, till the conclusion of the 5<sup>th</sup> consecutive Annual General Meeting, subject to ratification by the Members at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

**BY ORDER OF THE BOARD,**

**Place : Mumbai**  
**Date : May 28, 2016**

Sd/-  
(Siddhi Patil)  
**Company Secretary**  
Mem. No. A31245

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.

In case of joint holders attending the Meeting, joint holder ranked higher in the order of names will be entitled to vote at the meeting.

2. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, August 05, 2016 to Thursday, August 11, 2016 (Both the days inclusive), for the purpose of 32<sup>nd</sup> Annual General Meeting (AGM) of the Members of the Company to be held on Thursday, August 11, 2016.
3. If the member's have any queries on the Audited Accounts, Director's Report & Auditor's Report, the same should be forwarded to the Company in writing at its registered office at least 10 days before the meeting so that the same can be replied at the time of annual general meeting for the member's satisfaction.
4. Shareholders are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Shareholders who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification along with the Identity Proof.
5. The representative of a body corporate who is registered shareholder of the Company may attend and vote at the Annual General Meeting provided a certified true copy of the resolution of the Board of Directors or Governing body of such body corporate authorizing such person to act as its representative at the Annual General Meeting is lodged with the Company at its Registered Office not later than 48 hours before the commencement of the meeting.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in demat form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
7. Members are requested to notify immediately any change of address:
  - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
  - (ii) to the Company's Registrar & Share Transfer Agents –  
Link Intime India Private Limited,  
C-13, Pannalal Silk Mills Compound,  
LBS Marg, Bhandup (West),  
Mumbai - 400 078.  
**Tel No.:** +91 22 2596 3838  
**Fax No.:** +91 22 2594 6969  
**E-mail:** rnt.helpdesk@linkintime.co.in



**Website:** [www.linkintime.co.in](http://www.linkintime.co.in).

in respect of their physical share folios, if any, quoting their folio numbers.

8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their e-mail address either with the Company or with the Depository. Accordingly, the Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those shareholders whose e-mail addresses are registered with the Company/Depositories, unless any shareholder has requested for a physical copy of the same. For shareholders who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
9. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents through electronic mode.

In the spirit of the above circulars and as part of the Company's Green Initiative, the Company may propose to send documents like Notice convening the General Meetings, Financial Statements, Director's Report, etc. to the e-mail address provided by the members.

10. Route map for the directions to venue of the meeting is available on the last page of the Annual Report.

11. Voting through electronic machine:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
- III. The remote e-voting period commences on Monday, August 08, 2016 (9:00 am) and ends on Wednesday, August 10, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 04, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :



- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Royal India Corporation Limited".
- (viii) Now you are ready for remote 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [scrutinizer@gmail.com](mailto:scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B.** In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

**EVEN (Remote e-voting Event Number)      USER ID      PASSWORD/PIN**

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).



- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 04, 2016.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 04, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Mayank Arora, proprietor of M/s. Mayank Arora & Co., Practicing Company Secretary, has been appointed as a scrutinizer to oversee the e-voting and act as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. [www.ricl.in](http://www.ricl.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- XVI. **MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.**

**BY ORDER OF THE BOARD,  
For Royal India Corporation  
Limited**

**Place : Mumbai  
Date : May 28, 2016**

Sd/-  
(Siddhi Patil)  
**Company Secretary**  
Mem. No. A31245

**DIRECTOR'S REPORT TO THE MEMBERS**

To,  
The Members of  
**Royal India Corporation Limited**

Your Directors have pleasure in presenting their 32<sup>nd</sup> Annual Report together with the Audited Accounts for the year ended March 31, 2016.

**1. Results of our operations:**

<b>Particulars</b>	<b>2015-16</b>	<b>2014-15</b>
Revenue from Operations (Net of Excise) and Other Income	1,83,79,31,791	1,62,32,44,441
Exceptional Items	-	-
Profit before Interest, Depreciation & Tax (EBITA)	76,10,823	48,65,874
Finance Charges	43,265	68,360
Depreciation	23,000	12,52,407
Provision for Tax (Including for earlier years)	23,78,221	12,42,057
Net Profit After Tax	51,59,360	23,03,049
Profit Brought Forward from previous year	23,03,049	2,38,84,719
Depreciation on transition to Schedule II of the Companies Act, 2013	23,000	12,52,407
<b>Surplus Available for Appropriations</b>	<b>3,13,47,128</b>	<b>2,61,87,768</b>
<b>Appropriations to:</b> Proposed Dividend	-	-
Dividend Distribution Tax	-	-
Transferred to General Reserve	-	-
Profit carried to Balance Sheet	3,13,47,128	2,61,87,768

**2. Turnover & Profits:**

The Directors wish to inform you that, during the Financial Year ended March 31, 2016 the sales and other income increased from Rs. 16,232.44 Lakhs to Rs. 18,379.31 Lakhs. The Net Profit After Tax stood at Rs.51.59 Lakhs as against Rs. 23.03 Lakhs in the previous year.

**3. Dividend:**

The Directors of your Company do not recommend any dividend for the financial year ended 31<sup>st</sup> March, 2016 in order to plough back the resources for the future growth.

**4. Transfer to Reserves:**

During the current financial year, there were no transfers made to reserves.

**5. Change(s) in the Nature of Business, if any:**

There is no change in the nature of business carried on by the Company. The Company has not changed the class of business in which the Company has an interest.





**6. Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the financial statement relate and the date of the report.**

There were no material changes and commitments affecting the financial position of the Company between the end of financial year of the Company and the date of the report.

**7. Fixed Deposits:**

Your Company has not accepted any fresh fixed deposits at present and, as such, no amount on account of principle or interest on public deposits was outstanding as on the date of the balance sheet.

**8. Management's Discussion and Analysis:**

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report as **Annexure I**.

**9. Corporate Governance Report:**

Your Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance in terms of Regulation 34 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Bombay Stock Exchange Limited have been complied with.

A separate report on Corporate Governance along with certificate from the Statutory Auditors of the Company regarding the compliance of conditions of corporate governance as stipulated under Regulation 34 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms a part of this Annual General Meeting as **Annexure II**.

**10. Corporate Social Responsibility (CSR):**

As per the Section 135 of Companies Act, 2013 all companies having Net Worth of Rs. 500 cr or more, or Turnover of Rs. 1,000 core or more, or Net Profit of Rs. 5 core or more during any financial year required to constitute a Corporate Social Responsibility Committee of the Board of Directors comprising of three or more directors, at least one of whom should be an independent director and such Company shall spend at least 2% of the average net profits of the Company's three immediately preceding financial year.

Accordingly, the Company formed a CSR Committee, having Two Non Executive Directors and One Executive Director as a member of the Committee. For the current financial year, the provisions of Section 135 of Companies Act, 2013 is not applicable to the Company, therefore; it is not required to pay 2% of the average net profits of the Company for the current Financial Year.

**11. Share Capital:**

The Paid up Equity Share Capital as on March 31, 2016 was Rs. 23, 08, 00,000/- During the year under review, your Company did not issue shares. Details of Directors shareholding as on March 31, 2016, are mentioned in the Corporate Governance Report, which forms a part of this Annual Report.

**12. Extract of Annual Return:**

An extract of Annual Return in Form MGT-9 as on March 31, 2016 is attached as **Annexure III** to this Report.

**13. Board Meeting held during the year:**

The Board met 4 times during the financial year 2015-16. The details of the meeting are furnished in the Corporate Governance Report that forms part of this Annual Report.

The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

**14. Director Responsibility Statement:**

As per Section 134 (5) of the Companies Act, 2013; the Board of Directors, to the best of their knowledge and ability, confirm that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures.
- ii. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the March 31, 2016 and of the Profit and Loss of the Company for the year ended March 31, 2016.
- iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. They have prepared the Annual Accounts on a 'going concern' basis.
- v. They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**15. Auditors:****A. Statutory Auditors:**

M/s. DMKH & Co., Chartered Accountants, (Firm Registration No. 116886W) Statutory Auditors of the Company, were appointed for a term of Five years from the previous 31<sup>st</sup> Annual General Meeting of the Company, till the conclusion of the 5<sup>th</sup> consecutive Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting at a remuneration decided by the Board of Directors of the Company.

M/s. DMKH & Co., Chartered Accountants have confirmed that their appointments, if made would be in accordance with the provisions of the Section 141 Companies Act, 2013 and that they are not disqualified for re-appointment.

**Auditors Qualification:**

There is no qualification, reservation or adverse remarks made in the Statutory Auditors Report.

**B. Secretarial Audit Report:**

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company engaged the services of Mrs. Pooja Jain, Company Secretary in Practice, Mumbai (Mem. No. 36270 and COP No.: 14359) to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2016.

The report of the Secretarial Auditor is appended as **Annexure IV**.

**Explanation or Comments on every qualification, reservation or adverse remark made by the Company Secretary in practice in the Secretarial Audit Report.**

The inspection under Section 209A of the Companies Act, 1956 has been carried out by the office of the Ministry of Corporate Affairs. Accordingly, the Company has filed Petition under Section 621A of the Companies Act, 1956; and the Company has received the order on January 27, 2016 by the Company Law Board. The details of which are provided in the Secretarial Audit Report.

**C. Internal Auditor Report:**

M/s. Neha Sharda & Associates, Chartered Accountants (FRN: 140062W) have carried out the internal audit for the Financial Year 2015-16. The Report is based on the books of accounts and other records of the Company.

**16. Listing of Shares:**

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited (BSE), further the Company has paid necessary listing fee to BSE as per the Listing Agreement.

**17. Related Party Transactions :**

The Company has formulated a policy on dealing with Related Party Transactions. The policy is disclosed on the website of the Company i.e. [www.ricl.in](http://www.ricl.in). During the year 2015-16, pursuant to section 177 of the Companies Act, 2013 and regulation 23 of SEBI Listing Regulations, 2015, your Company places all the aforesaid details before the Audit Committee periodically for its approval. A comprehensive list of related party transactions as required by the Accounting Standard (AS) 18 issued by the Institute of Chartered Accountants of India, forms part of the Note No.17 of the Accounts in the Annual Report. However, these transactions are not likely to have any conflict with the interest of the Company at large.

During the year, the Company had not entered into any contracts/arrangements/transactions with related parties which could be considered as material except the remuneration paid to Key Managerial Personnel.

**18. Audit Committee:**

The Audit Committee of the Company comprises of Two Independent & Non Executive Directors and One Executive Director. The details are provided in the Corporate Governance Report.



Pursuant to the requirements of the Companies Act, 2013, the Company has established vigil mechanism through Audit Committee for Directors and Employees to report genuine concerns about unethical behaviors, actual or suspended fraud or violation of the Company's Code of Conduct or ethics policy.

The vigil mechanism provides for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

**19. Risk Management Policy:**

The Company has developed and implemented a mechanism for risk management and has developed a Risk Management Policy. The Audit Committee and the Board periodically reviewed the risk assessment and minimization procedures as required Schedule V of Annual Report (Regulations 34 (3) and 53 (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 so as to ensure that risk is controlled by the Executive Management.

**20. Directors and Key Managerial Personnel (KMP):****a. Company's policy on appointment and remuneration:**

The Composition of the Company's Board of Directors is in conformity with Regulation 17 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, having an appropriate mix of Executive and Independent Directors to maintain the independence of the Board. As on March 31, 2016 the Board of Directors of the Company comprises of Five Directors including One Managing Director, One Whole Time Director and Three Non-Executive & Independent Directors.

At the 30<sup>th</sup> Annual General Meeting of the Company, held on September 30, 2014, the members approved the appointments of Ms. Manisha Anand, Mr. Ravi Kant Chaturvedi and Mr. Damodar Hari Pai, as Independent Directors, not liable to retire by rotation, for five consecutive years with effect from 30<sup>th</sup> September, 2014 up to 29<sup>th</sup> September, 2019 with an option to retire from the office at any time during the term of appointment.

We affirm that the remuneration paid to the Director is as per the terms laid out in the nomination and remuneration policy of the Company.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of Article of Association of the Company, Mr. Hitesh Jain, Whole Time Director of the Company retire by rotation and being eligible, offers himself for re-appointment.

During the year under review, there is no change in the management of the Company.

**b. Declaration by Independent Directors:**

All the Directors of the Company have confirmed that they are not disqualified from being appointed as Director in terms of Section 164 (2) of the Companies Act, 2013.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, during the year under review, the Independent Directors met on Saturday, February 13, 2016.



At the time of appointment of an Independent Director, the Company issued a formal letter of appointment outlining his / her role, function, duties and responsibilities as a director. The formal letter of appointment is available at the website of the Company i.e. [www.ricl.in](http://www.ricl.in)

**c. Familiarization programme for Independent Director:**

The Company proactively keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry.

**d. Key Managerial Personnel:**

There is no change in the Key Managerial Personnel of the Company.

**21. Nomination and Remuneration Policy :**

The Board has adopted, on recommendation of the Nomination & Remuneration Committee, a policy for selection and appointment of Directors, Senior Management and their remuneration. A brief detail of the policy is given in the Corporate Governance Report and also posted on the website of the Company i.e. [www.ricl.in](http://www.ricl.in).

**22. Compliance under Companies Act, 2013:**

Pursuant to Section 134 of the Companies, Act 2013 read with rules Companies (Accounts) Rules, 2014, your Company complied with the compliance requirements and the detail of compliances under Companies Act, 2013 are enumerated below:

**a. Board Evaluation:**

As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates the Board shall monitor and review the Board evaluation framework. As per Section 134 (p) of the Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and Independent Directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated. None of the Independent Directors are due for re-appointments.

**b. Particulars of Employees:**

The ratio of the remuneration of each director to the median employees' remuneration and other details in terms of Section 197 (12) of the Act with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the rules"), forms a part of this Annual Report as **Annexure V**.

**c. Particulars of Loans, Guarantees or Investments:**

As on March 31, 2016, there were no outstanding loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013.

Loans, guarantees and investments covered Under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

**d. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:**

Particulars with respect to conservation of Energy, Technology Absorption and Foreign Exchange Earning & Outgo pursuant to Section 134 read with rule 8 (3) of the Companies (Accounts) Rules, 2014, is set out hereunder:

Sr. No.	Particulars	Disclosures		
1.	Conservation of Energy and Power Consumption	Your Company has continued to accord priority to Conservation of energy and is continuing its efforts to utilize energy more efficiently		
2	Technology Absorption and Research & Development	Your Company has not absorbed or imported any technology and no research and development work is carried out.		
3.	Foreign Exchange	Earnings	Exports of Goods	US \$: Nil
				Rs.: Nil
		Outgo	Nil	Nil

**e. Significant and Material Orders passed by the Regulators or Courts:**

Inspection under Section 209A of the Companies Act, 1956 has been carried out by the office of the Ministry of Corporate Affairs. No irregularities other than of a compoundable nature have been observed by the inspecting authority. Your Company filed the applications with the Authorities against the observation/remarks of the Inspecting Authorities, Further; the Company Law Board issued an order on January 21, 2016. The details of which are given in Secretarial Audit Report.

**23. Committees of the Board:**

There are currently four committees of the Board which are as follows:

- Audit Committee;
- Nomination & Remuneration Committee;
- Corporate Social Responsibility Committee and;
- Stakeholders Relationship Committee.

The members of the Committees consist of Two Non-Executive Directors and One Executive Director. A detailed note on the Board and Committees is provided under the Corporate Governance Report in the Annual Report.

**24. Prevention of Sexual Harassment Policy:**

The Company has in place a Prevention of Sexual harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

Further, during the year 2015-16, no complaints were received by the Company related to sexual harassment.

**25. Green Initiatives:**

As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively has allowed companies to send official documents through electronic mode.

Like the previous year, electronic copies of the Annual Report and Notice of the 32<sup>nd</sup> Annual General Meeting are sent to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email addresses, physical copies of the Notice and Annual Report are sent in the permitted mode. Members requiring physical copies can send a request to the Company.

**26. Acknowledgements:**

The Directors wish to express their appreciation for the continued co-operation of the Central and State Governments, Registers, bankers, financial institutions, Share Transfer Agents. The Directors also wish to thank all the employees for their contribution, support and continued co-operation throughout the year.

**On behalf of the Board of Directors,**

**Place : Mumbai  
Date : May 28, 2016**

Sd/- (Manish Shah) <b>Managing Director</b> DIN : 01953772	Sd/- (Hitesh Jain) <b>Whole-time-Director</b> DIN : 05263120
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**ANNEXURE-I TO DIRECTORS REPORT:****MANAGEMENT DISCUSSION & ANALYSIS REPORT****A. INDIAN ECONOMIC SCENARIO:**

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF). According to the Economic Survey 2015-16, the Indian economy will continue to grow more than 7 % in 2016-17 and can start growing at 8% or more in next two years. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, RBI's inflation focus supported by begin global commodity prices. The steps taken by the government in recent times have shown positive results as India's gross domestic product (GDP) at factor cost at constant (2011-12) prices 2015-16 is Rs 113.5 trillion (US\$ 1.668 trillion), as against Rs 105.5 trillion (US\$ 1.55 trillion) in 2014-15, registering a growth rate of 7.6 %. The economic activities which witnessed significant growth were 'financing, insurance, real estate and business services' at 11.5 % and 'trade, hotels, transport, communication services' at 10.7 5. India could grow at a potential 8 per cent on average during from fiscal 2016 to 2020 powered by greater access to banking, technology adoption, urbanization and other structural reforms.

**Segment Information:**

Bullions & Diamonds

**Indian Gems and Jewellery Industry:**

The Gems and Jewellery sector plays a significant role in the Indian economy, contributing around 6-7 per cent of the country's GDP. One of the fastest growing sectors, it is extremely export oriented and labour intensive. Based on its potential for growth and value addition, the Government of India has declared the Gems and Jewellery sector as a focus area for export promotion. The Government has recently undertaken various measures to promote investments and to upgrade technology and skills to promote 'Brand India' in the international market.

India is deemed to be the hub of the global jewellery market because of its low costs and availability of high-skilled labour. India is the world's largest cutting and polishing centre for diamonds, with the cutting and polishing industry being well supported by government policies. Moreover, India exports 95 % of the world's diamonds, as per statistics from the Gems and Jewellery Export Promotion Council (GJEPC). The industry is projected to generate up to US\$ 35 billion of revenue from exports in 2015. India's Gems and Jewellery sector has been contributing in a big way to the country's Foreign Exchange Earnings (FEEs). The Government of India has viewed the sector as a thrust area for export promotion. The Indian government presently allows 100 % Foreign Direct Investment (FDI) in the sector through the automatic route.

**Bullions Industry at a Glance**

The gems and jewellery market in India is home to more than 500,000 players, with the majority being small players. India is one of the largest exporters of gems and jewellery and the industry is considered to play a vital role in the Indian economy as it contributes a major chunk to the total foreign reserves of the country. UAE, US, Russia, Singapore, Hong Kong, Latin America and China are the biggest importers of Indian jewellery. The overall gross exports of Gems & Jewellery in December 2015 stood at US\$ 2.06 billion, whereas exports of cut and polished diamonds stood at US\$ 1.20 billion. Exports of gold coins and medallions stood at US\$ 23.19 million and silver jewellery export stood at US\$ 147.33 million in December 2015. The overall gross imports of Gems & Jewellery in December 2015 stood at US\$ 2.23 billion. The jewellery market in India is expected to grow at a Compound Annual Growth Rate (CAGR) of 15.95 per cent over the period 2014-2019.



**Government Initiatives:**

The Reserve Bank of India has announced norms for gold monetization scheme, which allows individuals, trusts and mutual funds to deposit gold with banks in return for interest, to help reduce gold imports and alleviate pressure on trade balance.

The Reserve Bank of India (RBI) has liberalised gold import norms. With this, star and premier export houses can import the commodity, while banks and nominated agencies can offer gold for domestic use as loans to bullion traders and jewellers. Also, India has signed a Memorandum of Understanding (MoU) with Russia to source data on diamond trade between the two countries. India is the top global processor of diamonds, while Russia is the largest rough diamond producer. The Government of India is planning to establish a special zone with tax benefits for diamond import and trading in Mumbai, in an effort to develop the city as a rival to Antwerp and Dubai, which are currently the top trading hubs for diamond.

Due to shortage of skilled manpower, the Gems and Jewellery Skill Council of India is planning to train over four million people till 2022. The council aims to train, skill and enhance 4.07 million people by 2022. The council plans to tie-up with the existing training institutes including Gemological Institute of America (GIA) and Indian Gemological Institute (IGI), along with setting up of new institutes in major diamond cutting and processing centres, Gems & Jewellery Export Promotion Council (GJEPC) said in a statement here.

In September 2015, the Government of India approved the gold monetisation plan in the form of revamped Gold Deposit Scheme (GDS) and the Gold Metal Loan (GML) Scheme to mobilize tonnes of gold stored in households and temples across the country. The Union Cabinet also approved the introduction of Sovereign Gold Bond Scheme, under which gold bonds denominated in grams of gold will be issued to individuals by the Reserve Bank of India (RBI), in consultation with Ministry of Finance.

**Road Ahead:**

In the coming years, growth in Gems and Jewellery sector would be largely contributed by the development of large retailers/brands. Established brands are guiding the organized market and are opening opportunities to grow. Increasing penetration of organized players provides variety in terms of products and designs. Also, the relaxation of restrictions of gold import is likely to provide a fillip to the industry. The improvement in availability along with the reintroduction of low cost gold metal loans and likely stabilization of gold prices at lower levels is expected to drive volume growth for jewellers over short to medium term. The demand for jewellery is expected to be significantly supported by the recent positive developments in the industry.

**Threats:**

Changing consumer preferences: Global marketing requires keeping pace with changing fashion, styles and trends. Though rich in handmade jewellery, India lacks the requisite machine made design infrastructure to cater to the needs of foreign buyers. Manufacturers craft specific types of gems and jewellery products according to the market demand. However with fashion changing quickly, the ability of a player to liquidate inventory gets severely limited.

**B. OUTLOOK:**

In the years to come, the growth of the industry will depend on the development of the retail/ brand side of the industry. Established brands are expected to guide the organised market and open up opportunities for growth especially with the growing preference for branded products. Increasing penetration of organised players provides a variety in terms of products and designs. Also, the relaxation of restrictions of gold import is likely to provide a fillip to the industry. The improvement in availability along with the reintroduction of



low cost gold metal loans and likely stabilization of gold prices at lower levels is expected to drive volume growth for jewellers over the short to medium term.

**Internal Control System:**

Sustainability comes with long terms vision and focus. Involvement in diverse activities across several industries enables Companies to tap opportunity to diversify business, reduce risks and increase revenues.

The Company continues to explore the possibilities of expansion in its activities and accordingly Company plans to enter into refinery and Gold Dore bar, Gold Bar and other Gold Products.

**C. RISKS AND CONCERNS**

Being in the filled to different activity, company has its own typical risks and the company takes full cognizance of the fact that these risks can have a serious impact on the operation of the company as well as its profitability. In order to ensure that the impact of risks is minimal, the company lays utmost importance on scanning the external environment regularly.

**D. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has proper and adequate internal control systems to ensure that all the assets are safeguarded and that all transaction are authorized recorded and reported correctly. Internal audits and checks are carried out to ensure that the responsibilities are executed effectively and that the systems are adequate. The audit committee of the company overviews the internal audit function and the internal control systems and procedure to ensure the efficient conduct of business. The company maintains adequate internal control systems, which is designed to provide assurance regarding effectiveness and efficiency of operations, the adequacy of safeguards of assets, reliability of financials controls and compliance with applicable laws and regulations.

**E. CAUTIONARY STATEMENT**

The statements made in this report describe the Company's Objectives and projections that may be forward looking statements within the meaning of applicable laws and regulations. The actual results might differ materially from those expressed or implied depending on the economic conditions, government policies and other incidental factors which are beyond the control of the company. The company is not under any obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

**F. HUMAN RESOURCE DEVELOPMENT**

*The Company believes that the human resources are vital resource in giving the company a competitive edge in the current business environment. The company's philosophy is to provide congenial work environment, performance oriented work culture, knowledge acquisition/dissemination, creativity and responsibility. As in the past, the company enjoyed cordial relations with the employees at all levels.*

**Place : Mumbai**

**Date : May 28, 2016**

**ANNEXURE-II TO DIRECTORS REPORT****REPORT ON CORPORATE GOVERNANCE:**

In India, Corporate Governance standards for listed companies are regulated by the Schedule V of Regulations 34 (3) and 53 (f) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Stock Exchanges. The SEBI, amended the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.e.f. September 02, 2015, to bring in additional corporate governance norms for listed entities. These norms provide for stricter disclosure and protection of investor rights, including equitable treatment for minority and nonresident shareholders. The amended norms are aligned with the provisions of the Companies Act, 2013 in order to companies to endorse “adopt best practices on corporate governance.” The Company remains fully compliant with the revised norms of the Listing Agreements and the provisions of the Act as on March 31, 2016.

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

The Company “Royal India Corporation Limited” is committed to sound corporate governance practices. The Company's policy on Corporate Governance is to make it a way of life by, inter alia, adopting the standard Corporate Governance practices through continual improvement of internal systems and satisfaction of customers and shareholders. It strongly believes in attaining transparency, accountability and equity, in all its operations, and in its interactions with stakeholders including shareholders, customers, vendors, employees, government and lenders.

**2. Board of Directors:****a. Composition of the Board:**

The Company has a very balanced and diverse Board of Directors, which primarily take care of the business needs and shareholders interest. The Composition of the Board is in conformity with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also the provisions of the Act. The Company does not have any Nominee Director on its Board.

As on March 31, 2016 the Board of Directors of the Company comprises of Five Directors including the One Managing Director, One Whole Time Directors and Three Non-Executive & Independent Directors. The Independent Directors have the requisite qualifications and experience in general corporate management, finance, hospitality, telecom, finance, financial services, vacation ownership and other allied fields which enable them to contribute effectively to the Company in their capacity as Directors, while participating in its decision making process.

**b. Board Meetings and Annual General Meeting:**

The Board meets at least once in a quarter to consider amongst other business the performance of the Company and quarterly financial results. When necessary, additional meetings are held. The Board Meetings are held at the Registered Office of the Company at Mumbai. Agenda for each meeting along with explanatory notes are drafted and distributed well in advance to the Directors. Every Board Member is free to suggest the inclusion of items on the agenda.

There were Four (4) Board Meetings held during the year ended March 31, 2016 i.e. on May 28, 2015, August 13, 2015, November 06, 2015, and February 13, 2016. The AGM was held on September 30, 2015.

**C. Membership, Attendance and Other Directorships:**

Sr. No.	Name of Directors & Director Identification Number (DIN)	Category	Designation	Number of Board Meetings Attended	Whether attended last AGM	No. of other Directorships ##		No. of Chairmanship/ Membership in other Board Committees*	
						Chairman	Member	Chairman	Member
1	Mr. Manish Shah DIN: 01953772	Executive Director	Managing Director	2	No	-	1	-	-
2	Mr. Hitesh Jain DIN: 05263120	Executive Director	Whole Time Director	2	Yes	-	2	-	-
3	Mr. Damodar Hari Pai DIN: 00172372	Non Executive & Independent	Director	4	Yes	-	-	-	-
4	Ms. Manisha Anand DIN: 03497950	Non Executive & Independent	Director	4	Yes	-	-	-	-
5	Mr. Ravikant Chaturvedi DIN: 05198811	Non Executive & Independent	Director	2	No	-	-	-	-

**3. Committees of the Board:**

The Board has constituted the following Committees of Directors:

- i. Audit Committee
- ii. Nomination & Remuneration Committee
- iii. Stakeholders Relationship Committee
- iv. Corporate Social Responsibility Committee

**i. Audit Committee**

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015. The Committee comprises of members who possess financial and accounting expertise/ exposure.

The statutory auditors, internal auditors attend Audit Committee meeting as Invitees. The Company Secretary acts as a Secretary to the Audit Committee.

**Composition & Attendance:**

During the year under review, 4 Meetings of the Audit Committee were held, the dates being May 28, 2015, August 13, 2015, November 06, 2015 & February 13, 2016.

The composition of the Audit Committee as on date of this report is as follows:

Sr. No.	Name of the Director	Designation	Category	No. of meetings attended
1	Ms. Manisha Anand	Chairperson	Independent & Non Executive	4
2	Mr. Damodar Hari Pari	Member	Independent & Non Executive	4
3	Mr. Hitesh Jain	Member	Whole Time Director	2



The role of the Audit Committee flows directly from the Board of Director's overview function on corporate governance, which holds the Management accountable to the Board and the Board accountable to the stakeholders. The term of reference of the Audit Committee broadly includes acting as a catalyst, in helping the organization achieve its objectives. The Audit Committee's primary role is to review the Company's financial statements, internal financial reporting process, internal financial controls, the audit process, adequacy, reliability and effectiveness of the internal control systems, vigil mechanism, related party transactions, monitoring process for compliance with laws and regulations and the code of conduct. The Audit Committee also reviews reports and presentations and the responses thereto by the management.

**Internal Audit and Control:**

M/s. Neha Sharda & Associates, Practicing Chartered Accountants, are the internal auditor of the Company and their internal audit plan and remuneration are approved by the Audit Committee. The reports and findings of the internal auditor and the internal control system are reviewed by the Audit Committee.

**Whistle Blower Policy:**

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, the Company has implemented a Whistle Blower Policy, with a view to provide a mechanism for employees and Directors of the Company to approach the Ethics Committee or Chairman of the Audit Committee of the Company to report instances of violations of laws, rules and regulations, unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The vigil mechanism also provides adequate safeguards against victimisation of persons who use such mechanisms and also to ensure direct access to the Ethics Committee or Chairman of the Audit Committee in appropriate or exceptional cases. The Board has approved the whistle blower policy which has been uploaded on the Company's website i.e. on [www.ricl.in](http://www.ricl.in).

**ii. Nomination and Remuneration Committee:**

The committee's constitution and terms of reference are in compliance with the provisions of the Companies Act, 2013, Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015

**Terms of Reference:**

- a) To identify persons who are qualified to become Directors and who may be appointed in the senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and to carry out evaluation of every Director's performance along with the Board.
- b) To formulate the criteria for determining 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.
- c) Formulation of criteria for evaluation of Independent Directors and the Board.
- d) Devising a policy on Board Diversity.
- e) Evaluate the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.

**Composition & Attendance:**

The Committee met twice in a year i.e. on May 28, 2015, and November 06, 2016.

Sr. No.	Name of the Director	Designation	Category	No. of meetings attended
1.	Mr. Ravikant Chaturvedi	Chairman	Independent & Non Executive	1
2.	Ms. Manisha Anand	Member	Independent & Non Executive	2
3.	Mr. Manish Shah	Member	Executive Director	1

Board terms of reference of the Committee include approval/recommendation to the Board of salary/perquisites, commission and retirement benefits, finalisation of the perquisites package payable to the Company's Managing/ Administration.

**Remuneration Policy:**

Payment of remuneration to the Managing /Whole Time Director is governed by the respective Letter of Appointments between them and the Company. The same are approved by the Board and by the shareholders. Their remuneration structure comprises salary, incentive, bonus, benefits, perquisites and allowances, contribution to provident fund, superannuation and gratuity. The Non-Executive Director do not draw any remuneration from the Company other than sitting fees and such commission as may be determined by the Board from time to time.

The details of remuneration paid to the Directors during the Financial Year 2015-16 are given below:-

Name of the Director	Designation	Salary	Sitting Fees Paid (Rs.)		No. of shares held as on March 31, 2016
			Board Meeting	Audit Committee	
Mr. Hitesh Jain	Whole Time Director	1,20,000	-	-	-
Mr. Manish N. Shah	Managing Director	2,40,000	-	-	100
Mr. Damodar Hari Pai	Director	-	-	-	-
Ms. Manisha Anand	Director	-	-	-	-
Mr. Ravi Kant Chaturvedi	Director	-	-	-	-

No significant material transactions have been made with non-Executive Directors vis-à-vis the Company.  
Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 ("Act") and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be applicable, the Board of Directors ("Board") has carried out an annual evaluation of its own performance and that of its committees and individual directors. The performance of the Board and individual directors was evaluated by the Board seeking inputs from all the Directors.

The performance of the committees was evaluated by the Board seeking inputs from the committee members. The Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors. A separate meeting of Independent Directors was also held to review the performance of non-independent directors; performance of the Board as a whole and performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive



directors. This was followed by a Board meeting that discussed the performance of the Board, its committees and individual directors.

The criteria for performance evaluation of the Board included aspects like Board composition and structure; effectiveness of Board processes, information and functioning etc. The criteria for performance evaluation of committees of the Board included aspects like composition of committees, effectiveness of committee meetings etc. The criteria for performance evaluation of the individual directors included aspects on contribution to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition the Chairperson was also evaluated on the key aspects of his/her role.

### iii. Stakeholders Relationship Committee (SR):

In terms of Section 178 (5) of the Companies Act, 2013 ("the Act") the Board of Directors of the Company which has more than one thousand shareholders, debenture holders, deposit holders and any other security holders at any time during the financial year is required to constitute a SR Committee consisting of a Chairperson who will be a non-executive director and such other members as may be decided by the Board to consider and resolve the grievances of security holders of the Company.

The Committee's constitution and terms of reference are in compliance with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.

#### **Composition and Attendance during the year ended March 31, 2016:**

The Committee met twice a year i.e. on May 28, 2015 and on November 06, 2015.

Sr. No.	Name of the Director	Designation	Category	No. of meetings attended
1	Ms. Manisha Anand	Chairperson	Independent & Non Executive	2
2	Mr. Damodar Hari Pai	Member	Independent & Non Executive	2
3	Mr. Hitesh Jain	Member	Whole Time Director	1

#### **Terms of Reference:**

The broad terms of reference of the said Committee are as follows:

- To look into the redressal of grievances such as transfer/ transmission of security, non-receipt of annual reports, dividends, interest etc. of various stakeholders of the Company viz. shareholders, debenture holders, fixed deposit holders and other security holders.
- To monitor transfers, transmission, splitting, consolidation, dematerialisation, rematerialisation of securities issued by the Company and issue of duplicate security certificates. As per Rule 6(2)(a) of the Companies (Share Capital and Debentures) Rules, 2014, a duplicate share certificate is to be issued in lieu of a lost or destroyed certificate, only with the prior consent of the Board or Committee thereof. Accordingly, duplicate share certificates are now issued with the prior approval of the Committee.
- To carry out the functions as envisaged under the Code of Conduct to regulate, monitor and report trading by insiders and code of practices and procedures for fair disclosures of unpublished price sensitive information adopted by the Company in terms of Regulations 8(1), 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015.



The Committee expresses satisfaction with the Company's performance in dealing with investors' grievance and its share transfer system.

Name and Designation of Compliance Officer: Ms. Siddhi Patil, Company Secretary

Status of number of shareholders' complaints received, pending & redressed is as under:

(i) No. of Shareholder's complaints received	Nil
(ii) No. of complaints not redressed and pending as on date	Nil
(iii) No. of share transfers pending for more than a fortnight	Nil

#### iv. Corporate Social Responsibility Committee:

Pursuant to Section 135 of the Companies Act, 2013 the Company constituted a Corporate Social Responsibility (CSR) Committee of the Board and policy is available at the website of the Company i.e. [www.ricl.in](http://www.ricl.in)

Further, one meeting of the CSR Committee was held during the year under review.

##### Composition:

Sr. No.	Name of the Director	Designation	Category	Meeting attended
1	Mr. Ravikant Chaturvedi	Chairman	Non Executive Director	0
2	Ms. Manisha Anand	Member	Non Executive Director	1
3	Mr. Hitesh Jain	Member	Whole Time Director	1

The CSR Committee will:

- review the existing CSR Policy from time to time and the activities to be undertaken by the Company towards CSR activities;
- recommend the project/programme to be undertaken, amount of expenditure to be incurred, roles and responsibilities of various stakeholders, etc. in respect of CSR activities; and
- monitor for ensuring implementation of the projects/ programmes undertaken or the end use of the amount spent by the Company towards CSR activities.

#### 4. Independent Directors Meeting:

During the year under review, the independent directors met on Feb 13, 2016, inter alia to discuss:

- Evaluation of the performance of the Board as a whole.
- Evaluation of performance of the non-independent, non executive directors and the Board Chairperson.

All the independent directors were presents at the meeting.

#### 5. Familiarization programme for Independent Director:

The Company proactively keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry.



**6. General Body Meeting****A. Annual General Meetings:**

<b>Financial Year</b>	<b>Date</b>	<b>Location of the Meeting</b>	<b>Time</b>
2012-13	27/09/2013	Office No. 62, 6 <sup>th</sup> Floor, C wing, Mittal Tower, Nariman Point, Mumbai 400021.	10.00 a.m.
2013-14	30/09/2014	Office No. 62, 6 <sup>th</sup> Floor, C wing, Mittal Tower, Nariman Point, Mumbai 400021.	11:30 a.m.
2014-15	30/09/2015	Office No. 62, 6 <sup>th</sup> Floor, C wing, Mittal Tower, Nariman Point, Mumbai 400021.	11:30 a.m

**B. Whether any Special Resolutions were passed last year through postal ballot:**

During the year under review, no Special Resolution was passed through postal ballot.

**C. Person who conducted postal ballot exercise: Not Applicable****D. Whether any special resolution is proposed to be passed through postal ballot this year:**

During the current year, if special resolutions are proposed to be passed through postal ballot, the same would be taken up at the appropriate time.

**E. Procedure for postal ballot:**

If any special resolution is passed through postal ballot during the current year, the procedure for postal ballot will be followed in terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time.

**7. Other Disclosures:****A. The Company has been complying with all statutory requirements and no penalties or strictures have been imposed on it by SEBI, BSE or any regulatory or statutory body on any matter.****B. Related Party Transaction:**

The Company has formulated a policy on dealing with Related Party Transactions. The policy is disclosed on the website of the Company i.e. [www.ricl.in](http://www.ricl.in). All transactions entered in to with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm length basis and do not attract the provisions of Section 188 of the Companies Act, 2013.

During the year, the Company had not entered into any contracts/arrangements/transactions with related parties which could be considered as material.

**C. Risk Management:**

The Company has in place mechanism to inform Board Members about the risk assessment and minimization procedures. The Audit Committee and the Board periodically reviewed the risk assessment and minimization procedures as required under Schedule V of Annual Report of Regulations 34 (3) and 53 (f) of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirement) Regulations, 2015 so as to ensure that risk is controlled by the Executive Management.

**D. WTD Certification:**

Mr. Hitesh Jain, Whole Time Director of the Company, have certified to the Board in accordance with Schedule V of Annual Report of Regulations 34 (3) and 53 (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 pertaining for the Financial Year 31<sup>st</sup> March, 2016.

**E. Prevention of Insider Trading Code:**

The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders and code of practices and procedures for fair disclosures of unpublished price sensitive information in terms of Regulations 8(1), 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

All the Directors, employees at senior management level and other specified persons who could have access to unpublished price sensitive information of the Company is governed by this code.

**F. Code of Conduct:**

The Board of Directors has adopted the Code of Ethics and Business Principles for Non-Executive Directors as also for the employees including Whole-time Directors and other members of Senior Management. The said Code has been communicated to all the Directors and members of the Senior Management. The Code has also been posted on the Company's website: [www.ricl.in](http://www.ricl.in).

**8. Share Transfer System:**

All share transfer, dematerialization and related work is managed by a common agency, Link Intime India Private Limited, Bhandup (W), Mumbai-78. Shareholders are requested to send all share transfer requests, demat/ remat requests, correspondence relating to shares i.e. change of address, Power of Attorney, etc. to the registrar and transfer agents.

**9. Share Capital Audit:**

As stipulated by Securities and Exchange Board of India (SEBI), M/s. GMS & Co., a firm of practicing Company Secretary and Ruchika Bohra, Practicing Company Secretary carried out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), shares held physically as per the register of members and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchange, NSDL and CDSL and is also placed before the Share Transfer, Shareholders'/Investors Grievance and Ethics & Compliance Committee and the Board of Directors.

**10. Green Initiative:**

Electronic copies of the Annual Report and Notice of the 32<sup>nd</sup> Annual General Meeting are sent to all members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email addresses, physical copies of the Notice and Annual Report are sent in the permitted mode. Members requiring physical copies can send a request to the Company.

**11. Means of Communication:**

- 1) The quarterly results of the Company are published in two newspapers in compliance with the provisions of Schedule V i.e. Annual Report of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Generally, the same are published in Business Standard (English language) and Mumbai Lakshadweep (Marathi language) in Mumbai. As the results of the Company are published in the newspapers, half-yearly reports are not sent to each



household of shareholders. The quarterly results as well as the proceedings of the Annual General Meeting are submitted to the Bombay Stock Exchange Limited, immediately after the conclusion of the respective meeting.

Further, in order to avoid the costing, the Management of the Company has been decided to issue the quarterly results in Free Press (English Language), Nation wide and in Navshakti (Marathi Language) in Mumbai.

- 2) No presentations were made to the institutional investors or to analysts during the year under review.
- 3) The Management Discussion and Analysis Report form a part of this Annual Report.
- 4) Financial Calendar (tentative and subject to change)

<b>Financial reporting for quarter ended</b>	
June 30, 2016	by August 14, 2016
September, 2016	by November 15, 2016
December 2016	by February 14, 2017
March 2017	by May 30, 2017
Annual General Meeting for the year ended 31 <sup>st</sup> March 2016 – on or before September 30, 2016.	

## 12. General Shareholder Information:

i.	Date and time of Annual General Meeting of Shareholders	Thursday, August 11, 2016 at 11:30 a.m.
ii.	Dates of Book Closures	Friday, August 05, 2016 to Thursday, August 11, 2016 (both the days inclusive)
iii.	Venue of AGM	62, 6 <sup>th</sup> Floor, C Wing, Mittal Tower, Nariman Point, Mumbai: 400 021
iv.	Listing on stock exchanges	The Equity Shares of the Company are listed on Bombay Stock Exchange Limited. There is no default in payment of Annual Listing Fees as prescribed.
v.	Stock Exchange Code	512047 (Bombay Stock Exchange Limited)
vi.	Financial year	April to March
vii.	Dividend payment date	N.A.

## 13. Market Price Data (Monthly High/Low on BSE):

Month	High (₹)	Low (₹)	No. of Shares	No. of Trades
April 2015	3.84	3.4	6,470	27
May 2015	3.78	3.15	2,615	6
June 2015	3.6	2.81	31,168	24
July 2015	3.99	2.6	13,376	30
August 2015	3.81	2.31	9,071	24



September 2015	2.2	1.71	41,665	47
October 2015	2.15	1.68	45,070	44
November 2015	2.2	1.9	15,107	16
December 2015	2.08	2.01	25,200	2
January 2016	2.61	2.06	11,747	26
February 2016	2.05	1.77	16,075	9
March 2016	2.4	1.94	5,00,691	58

Comparative Performance: No meaningful comparison is possible with any index.

**CATEGORY-WISE DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2016**

Category	Shareholders		Shares	
	Number	% to total Shareholders	Number	% to Capital
<b>PROMOTERS HOLDING</b>				
Indian Promoters	6	0.55	1,05,97,251	45.91
Total of promoter holding	6	0.55	1,05,97,251	45.91
<b>NON- PROMOTER HOLDING</b>				
Institutional Investors	0	0.00	0.00	0.00
Banks	0	0.00	0.00	0.00
FIs				
Others				
Corporate Bodies	76	6.76	4471556	19.37
Indian Public	966	86.10	7115236	30.83
NRIs / OCBs	5	0.44	4000	0.12
Clearing Member	11	0.98	61362	0.27
HUF	58	5.17	830595	3.60
Total of non-promoter holding	1116	99.45	12482749	54.09
<b>Grand Total</b>	<b>1122</b>	<b>100.00</b>	<b>230,80,000</b>	<b>100.00</b>

**SLAB-WISE DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2016**

NOMINAL VALUE OF RS.	SHAREHOLDERS NUMBER	% OF TOTAL	NO. OF SHARES (Rs.10 each)	% TO EQUITY
1 - 500	629	56.06	92,632	0.40
501-1000	124	11.05	1,05,998	0.45
1001-2000	57	5.08	86,996	0.37
2001-3000	36	3.20	93,353	0.40
3001-4000	26	2.31	94,584	0.40
4001-5000	34	3.03	1,66,835	0.72
5001-10000	62	5.52	4,80,781	2.08
10001-*****	154	13.73	2,19,58,821	95.14
TOTALS	1122	100	23080000	100.00

**14. Dematerialization of Shares:**

The Company's shares are available for trading in dematerialized form under both the Depository Systems – NSDL and CDSL. Connectivity with both NSDL and CDSL is provided by Link Intime India Pvt. Ltd., Mumbai – 400 078 under tripartite agreements. The distribution of dematerialized and physical shares as on March 31, 2016 was as follows:

<b>S. No.</b>	<b>Particulars</b>	<b>No. of Shares</b>	<b>Percentage</b>
1	Dematerialized Shares		
	CDSL	4191889	18.16
	NSDL	18638891	80.76
	Total	22830780	98.92
2	Physical Shares	249220	01.08
	<b>TOTAL</b>	<b>2, 30,80,000</b>	<b>100.00</b>

Outstanding GDR/ADR/Warrants/Convertible instruments etc:

There are no outstanding securities as at March 31, 2016.

**15. Plant location:**

The Company does not have any plant.

**16. Investors Correspondence:**

Link Intime India Private Limited  
C-13, Pannalal Silk Mills Compound,  
L. B. S. Marg, Bhandup (West),  
Mumbai - 400078  
Tel No: (022) 25946970  
Fax No: (022) 2594 6969  
Email-id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**Place : Mumbai**

**Date : May 28, 2016**

**Declaration on adherence to the Code of Conduct under Regulation 34 (3) and 53 (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

As provided under Regulation 34 (3) and 53 (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, this is to confirm that all the Members of the Board and the Senior Management have affirmed compliance with the Code of Conduct for the year ended March 31, 2016.

**For Royal India Corporation Limited**

**Place : Mumbai**  
**Date : May 28, 2016**

Sd/-  
(Hitesh Jain)  
**Whole-time-Director**  
DIN : 05263120

**CERTIFICATE FROM THE AUDITOR OF THE COMPANY**

To,  
The Members of  
Royal India Corporation Limited

We have examined the compliance of conditions of Corporate Governance by Royal India Corporation Limited ("the Company"), for the year ended March 31, 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchanges for the period April 01, 2015 to November, 30, 2015 and Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period December 01, 2015 to March 31, 2016.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement / Listing Regulations, as applicable.

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

**For DMKH & Co.**  
**Chartered Accountants**  
FRN : 116886W

**Place : Mumbai**  
**Date : May 28, 2016**

Sd/-  
**(CA Manish Kankani)**  
**Partner**  
M.No. : 158020

**ANNEXURE-III TO DIRECTORS REPORT****EXTRACT OF ANNUAL RETURN:**

<b>FORM NO. MGT 9</b>
<b>EXTRACT OF ANNUAL RETURN</b>
<b>as on financial year ended on 31.03.2016</b>
<b>Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration) Rules, 2014.</b>

**I REGISTRATION & OTHER DETAILS:**

i	CIN	L45400MH1984PLC032274
ii	Registration Date	25/02/1984
iii	Name of the Company	Royal India Corporation Limited
iv	Category/Sub-category of the Company	Company Limited by shares
v	Address of the Registered office & contact details	62, 6th Floor, C wing, Mittal Tower, Nariman Point, Mumbai 400021.
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West) Mumbai, Maharashtra- 400078

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

S. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Trading of Gold Bullion	46620	100%
2			

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

S. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	NIL	NIL	NIL	NIL	NIL





**IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**

S. No.	Category of Shareholders	Shareholding at the beginning of the year - 2015				Shareholding at the end of the year - 2016				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals/ Hindu Undivided Family	7162406	0	7162406	31.0330	7162406	0	7162406	31.0330	0.0000
(b)	Central Government/ State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Financial Institutions/ Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Any Other (Specify)									
	Bodies Corporate	3434845	0	3434845	14.8823	3434845	0	3434845	14.8823	0.0000
	Sub Total (A-1)	10597251	0	10597251	45.9153	10597251	0	10597251	45.9153	0.0000
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Government	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	Sub Total (A-2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Shareholding of Promoter and Promoter Group (A)=(A-1)+(A-2)	10597251	0	10597251	45.9153	10597251	0	10597251	45.9153	0.0000
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Alternate Investment Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(f)	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
(g)	Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(i)	Any Other (Specify)									
	Sub Total (B-1)	0	0	0	0.0000	0	0	0	0.0000	0.0000
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B-2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	939775	36120	975895	4.2283	903700	36120	939820	4.0720	-0.1563
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	6821939	204600	7026539	30.4443	5970816	204600	6175416	26.7566	-3.6877
(b)	NBFCs registered with RBI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Employee Trusts	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0.0000	0	0	0	0.0000	0.0000



(e)	Any Other (Specify)									
	Hindu Undivided Family	0	0	0	0.0000	830595	0	830595	3.5988	3.5988
	Non Resident Indians (Non Repat)	100	0	100	0.0004	100	0	100	0.0004	0.0000
	Non Resident Indians (Repat)	9520	0	9520	0.0412	3900	0	3900	0.0169	-0.0243
	Clearing Member	149496	0	149496	0.6477	61362	0	61362	0.2659	-0.3818
	Bodies Corporate	4312699	8500	4321199	18.7227	4463056	8500	4471556	19.3742	0.6515
	Sub Total (B-3)	12233529	249220	12482749	54.0847	12233529	249220	12482749	54.0847	0.0000
	Total Public Shareholding (B)=(B-1)+(B-2)+(B-3)	12233529	249220	12482749	54.0847	12233529	249220	12482749	54.0847	0.0000
	Total (A)+(B)	22830780	249220	23080000	100.0000	22830780	249220	23080000	100.0000	0.0000
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0.0000	0	0	0	0.0000	0.0000
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total (A)+(B)+(C)	22830780	249220	23080000	100.0000	22830780	249220	23080000	100.0000	

**(ii) SHARE HOLDING OF PROMOTERS**

S. No.	Shareholders Name	Shareholding at the beginning of the year 2015			Shareholding at the end of the year 2016			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	MANOJKUMAR BABULAL JAIN	4235067	18.35	4.72%	4235067	18.35%	4.72%	0
2	SHRI BAIJU TRADING & INVESTMENT PVT LTD	1910000	8.2756	0	1910000	8.2756	0	0
3	LATA MANOJ JAIN	2927339	12.6834	0	2927339	12.6834	0	0
4	HILLVIEW IMPEX PVT LTD	1524845	6.6068	0	1524845	6.6068	0	0
	<b>Total</b>	10597251	45.9153	4.72%	10592751	45.9153	4.72%	0

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)**

S. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise increase/ decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	NO CHANGE			
	At the end of the year				

**(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS  
(other than Directors, Promoters & Holders of GDRs & ADRs)**



S. No.	For Each of the Top 10 Shareholders	Shareholding at the end of the year		Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Kalpesh Kinariwala	881158	3.82%	881158	3.82%
2	Trikesht Tradelink Pvt Ltd	800000	3.47%	800000	3.47%
3	Moonview Vintrade Pvt Ltd	670000	2.90%	670000	2.90%
4	Prithviraj Saremal Kothari	511197	2.21%	511197	2.21%
5	Kalawati Prithviraj Kothari	400000	1.73%	400000	1.73%
6	Shalibhadra Exports Pvt Ltd	400000	1.73%	400000	1.73%
7	Ketan Kothari	400000	1.73%	400000	1.73%
8	Tanaya Vincom Pvt Ltd	389000	1.68%	359000	1.55%
9	Sandeep Mohanlal Jain	300000	1.02%	300000	1.02%
10	Kanaiyalal Vrajlal Jain	235003	1.02%	235003	1.02%

**(v) SHAREHOLDING OF DIRECTORS & KMP**

S. No.	For Each of the Directors & KMP	Shareholding at the end of the year		Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>Manish Shah</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0</b>
	At the beginning of the year				
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)				
	At the end of the year	100	0	100	0

**V INDEBTEDNESS-**

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount		5,00,00,000.00		5,00,00,000.00
ii) Interest due but not paid		-		-
iii) Interest accrued but not due		-		-
<b>Total (i+ii+iii)</b>		<b>5,00,00,000.00</b>		<b>5,00,00,000.00</b>



<b>Change in Indebtedness during the financial year</b>				
Additions				
Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount		5,00,00,000.00		5,00,00,000.00
ii) Interest due but not paid		-		-
iii) Interest accrued but not due		-		-
<b>Total (i+ii+iii)</b>		<b>5,00,00,000.00</b>		<b>5,00,00,000.00</b>

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

S. No.	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Manish Shah, Managing Director	Hitesh Jain, Whole Time Director	
1	<b>Gross salary</b>			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax. 1961.	2,40,000.00	1,20,000.00	3,60,000.00
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
2	Stock option			
3	Sweat Equity			
4	Commission			
	as % of profit			
	others (specify)			
5	Others, please specify			
	<b>Total (A)</b>			
	<b>Ceiling as per the Act</b>	<b>2,40,000.00</b>	<b>1,20,000.00</b>	<b>3,60,000.00</b>

**B. REMUNERATION TO OTHER DIRECTORS:**

S. No.	Particulars of Remuneration	Name of the Directors			Total Amount	
1	Independent Directors					
	(a) Fee for attending board committee meetings	-	-	-	-	-
	(b) Commission	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	-	-	-	-	-
2	Other Non Executive Directors					
	(a) Fee for attending board committee meetings	-	-	-	-	-
	(b) Commission	-	-	-	-	-
	(c) Others, please specify.	-	-	-	-	-
	<b>Total (2)</b>	-	-	-	-	-



	<b>Total</b>	<b>(B)=(1+2)</b>	-	-	-	-	-
	<b>Total Managerial Remuneration</b>		-	-	-	-	-
	<b>Overall Ceiling as per the Act.</b>		-	-	-	-	-

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

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1	<b>Gross Salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.		3,25,000.00		3,25,000.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	as % of profit				
	others, specify				
5	Others, please specify				
	<b>Total</b>		<b>3,25,000.00</b>		<b>3,25,000.00</b>

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

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	ROC Filed Complaint U/S 629A	For contravention of Sec. 224(8) & Sec. 292(1)(e) r.w. Sec. 299	Pending	Court of the Metropolitan Magistrate, Mumbai	-NA-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	ROC Filed Complaint U/S 629A	For contravention of Sec. 224(8) & Sec. 292(1)(e) r.w. Sec. 299	Pending	Court of the Metropolitan Magistrate, Mumbai	-NA-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	ROC Filed Complaint U/S 629A	For contravention of Sec. 224(8) & Sec. 292(1)(e) r.w. Sec. 299	Pending	Court of the Metropolitan Magistrate, Mumbai	-NA-
Compounding	-	-	-	-	-

**ANNEXURE-IV TO DIRECTORS REPORT****SECRETARIAL AUDIT REPORT:**

**FORM NO. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

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

To,  
The Members,  
**ROYAL INDIA CORPORATION LIMITED**  
62,6th Floor,'C' Wing, Mittal Tower,  
Nariman Point,  
Mumbai-400021

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **M/s. ROYAL INDIA CORPORATION LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us 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, Minutes 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 financial year ended 31<sup>st</sup> March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. ROYAL INDIA CORPORATION LIMITED** ("the Company") for the financial year ended on 31<sup>st</sup> March, 2016, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder for specified sections notified and came into effect from 12th September, 2013 and sections and Rules notified and came into effect from 1st April, 2014;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment (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;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;



- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 2009, and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October 2014 (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 (Registrar to an Issue and Share Transfer Agents) Regulations, 1993; and
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company during the Audit period); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the Company during the Audit period);
- (vi) Other Laws specifically applicable to the Company as per the representations made by the Company are as follows:
- (a) The Shops & Establishment Act, 1948 and rules made thereunder;
- (b) Maternity Benefit Act, 1961 and rules made thereunder;
- (c) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder;
- (d) Equal Remuneration Act, 1976 and the rules made thereunder;
- (e) Professional Tax Act, 1975.
- (f) Negotiable Instruments Act, 1881.

In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts I have relied on the Reports given by the Statutory Auditors of the Company.

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- (b) The (Listing Obligation and Disclosure Requirements) Regulations, 2015(The Company is an unlisted company hence listing regulations are not applicable).

**During the financial year under review, the Company has complied with the provisions of the Companies Act, 2013, Companies Act, 1956, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:**

*Inspection under Section 209A of the Companies Act, 1956 has been carried out by the office of the Ministry of Corporate Affairs. The Company has filed the applications with the Authorities against the observation/remarks of the Inspecting Authorities. The Company Law Board has issued an order dated 27<sup>th</sup> January, 2016 regarding the same. Further; the below matter with the courts are going on and the court has given the next date for the hearing.*

**FOLLOWING CASE PENDING WITH RESPECTIVE COURT:**

<b>Sr. No</b>	<b>Name of the Officer in Default</b>	<b>Court Name</b>	<b>Prosecution Section</b>	<b>Date of Order</b>	<b>Status</b>
1.	<ul style="list-style-type: none"><li>➤ Royal India Corporation Limited</li><li>➤ Manoj Punamiya</li><li>➤ Kumar Pal Punamiya,</li></ul>	The Additional Chief Metropolitan Magistrate, 40th court, Esplanade, Mumbai	629A	2010-11-27	In Progress



	<ul style="list-style-type: none"><li>➤ Mrs. Shweta Agarwal</li><li>➤ Richa Khangarot</li></ul>				
2.	<ul style="list-style-type: none"><li>➤ Royal India Corporation Limited</li><li>➤ Manoj Punamiya</li><li>➤ Kumar Pal Punamiya</li><li>➤ Mrs. Shweta Agarwal</li><li>➤ Richa Khangarot</li><li>➤ Tejas Shah</li></ul>	<i>The Additional Chief Metropolitan Magistrate, 40th court, Esplanade, Mumbai</i>	629A	2012-11-27	<i>In Progress</i>

**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 year under review were carried out in compliance with the provisions of the Act.

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

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

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

**I further report that** during the audit period, there were no instances of:

- I. Public / Rights / debentures / sweat equity.
- II. Buy-Back of securities.
- III. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- IV. Merger / amalgamation / reconstruction etc.
- V. Foreign technical collaborations

This report is to be read with my letter of even date which is annexed as **Annexure I** and form an integral part of this report.

**Date : May 28, 2016**  
**Place : Mumbai**

Sd/-  
(Pooja Jain)  
**Practicing Company Secretary**  
C.P. No. : 14359



**ANNEXURE- I TO SECRETARIAL AUDIT REPORT**

To,  
The Members,  
**ROYAL INDIA CORPORATION LIMITED**  
62,6th Floor, 'C' Wing, Mittal Tower,  
Nariman Point,  
Mumbai-400021

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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 provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. My examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. I have reported, in my audit report, only those non-compliance, especially in respect of filing of applicable forms/documents, which, in my opinion, are material and having major bearing on financials of the Company.

**Date : May 28, 2016**  
**Place : Mumbai**

Sd/-  
(Pooja Jain)  
**Practicing Company Secretary**  
C.P. No. : 14359

**ANNEXURE-V TO DIRECTORS REPORT****DETAILS OF THE REMUNERATION OF DIRECTORS, KMPs AND EMPLOYEES**

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

S. No.	Name of the Director, KMP and Employees	Remuneration of Director/KMP for the F.Y. 2015-16 (Rs. in Lacs)	% increase in Remuneration in the F.Y. 2015-16	Ratio of Remuneration of each Director/ KMP to median remuneration of Employees
1	Mr. Manish Shah, Managing Director	2.40	Nil	0.65
2	Mr. Hitesh Jain, Whole Time Director Cum CFO	1.2	Nil	0.95
3	Ms. Siddhi Patil, Company Secretary	3.25	8.33	0.81

- ii. The median remuneration of employees of the Company during the financial year was Rs.30,750 p.m. in the FY 2015-16.
- iii. There was Three permanent employee on the rolls of the Company as on 31st March, 2016;
- iv. The explanation on the relationship between increase in remuneration and company performance: The increase in remuneration is linked to the performance of the Company as a whole, the performance of the employees and other factors like industry trends and economic environment.
- v. (a) Variations in the market capitalization of the Company:

The market capitalization as on 31st March, 2016 was Rs. 500.836 Lakhs (Rs. 844.73 lakhs as on 31st March, 2015).

(b) Price Earnings ratio of the Company was 9.86 as at 31st March, 2016 and was 36.6 as at 31st March, 2015.

(c) Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the company came out with the last public offer:

The Company's shares are listed on Bombay Stock Exchange Limited. The Company has not made any public offer till date. The market capitalization as on 31st March, 2016 was Rs. 500.836 Lakhs and the closing price of the same at BSE Ltd. on 31<sup>st</sup> March, 2015 was Rs. 2.17 per equity share of the face value of Rs. 10/- each.

- vi. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16, and comparison with the increase in the managerial remuneration for the same financial year.



Remuneration paid to employees excluding managerial personnel for the FY 2014-15	Remuneration paid to employees excluding managerial personnel for the FY 2015-16	% change in remuneration paid to employees excluding managerial personnel	Remuneration paid to managerial personnel for the FY 2014-15	Remuneration paid to managerial personnel for the FY 2015-16	(%) change in remuneration paid to managerial personnel
3,78,996	4,05,000	106.86%	9,00,000	10,71,000	119%

There were no exceptional circumstances for increase in Managerial Remuneration as Managerial & Non Managerial levels were provided with similar increases.

vii. Comparison of Remuneration of each Key Managerial Personnel(s) and All Key Managerial Personnel(s) together against the performance of the Company:

Particulars	(₹ in lacs)			
	Mr. Manish Shah, Managing Director	Mr. Hitesh Jain, Whole Time Director cum CFO	Ms. Siddhi Patil, Company Secretary	Total
Aggregate Remuneration of Key Managerial Personnel	2.40	1.20	3.25	9.00
Revenue	18,374.95			
Remuneration of KMPs (as % of revenue)	.013%	.006%	.017%	.048%
Profit Before Tax (PBT)	75.44558			
Remuneration of KMPs (as % of PBT)	3.181%	1.59%	4.30%	11.929%

viii. The key parameters for any variable component of remuneration availed by the Directors: Performance Commission.

ix. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

There are no such cases wherein any employee received remuneration in excess of the highest paid Director.

x. Affirmation that the remuneration is as per the remuneration policy of the Company: It is affirmed that the Remuneration paid is as per the Remuneration Policy of the Company.

**INDEPENDENT AUDITOR'S REPORT**

To,  
The Members of,  
**ROYAL INDIA CORPORATION LIMITED**

**Report on the Financial Statements**

1. We have audited the accompanying financial statements of **ROYAL INDIA CORPORATION LIMITED** ('the company'), which comprises Balance Sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit and Loss account 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**

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

**Auditor's Responsibility**

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

We have taken into account the provision of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedure 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 assessment, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system and the operating effectiveness of such control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

4. 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 31<sup>st</sup> March, 2016, and its loss and its cash flow for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

5. As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government in terms of Section 143 (11) of the Act, we enclosed in the annexure a statement on matters specified in paragraph 3 & 4 of the said order.
6. As required by Section 143 (3) of the Act, we report that:
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - 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.
  - 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.
  - In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - In our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.
  - On the basis of the written representations received from the directors as on 31<sup>st</sup> Mar 2016 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> Mar 2016 from being appointed as a directors in terms of section 164(2) of the Act.
  - Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of section 143 of the companies Act, 2013 ("the Act")- is enclosed an annexure to this report.
  - With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - As informed to us the Company does not have any pending litigations which would impact its financial position
    - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
    - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For DMKH & Co.****Chartered Accountants**

FRN : 116886W

Sd/-

(CA Manish Kankani)

**Partner**

M. No. 158020

**Place : Mumbai****Date : May 28, 2016**

**ANNEXURE-I TO INDEPENDENT AUDITORS' REPORT****Referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date**

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that: -

- I.
  - a) The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
  - b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
  - c) The company does not have any immovable property.
- II. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- III. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), (b) and (c) of the order are not applicable to the Company.
- IV. In our opinion and according to the information and explanations given to us, company has complied with the provision of section 185 and 186 of the Companies Act, 2013 In respect of loans, investment, guarantees, and security.
- V. The company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provision of sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regards to the deposits accepted from the public are not applicable.
- VI. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- VII.
  - A. According to information and explanations given to us and on basis of our examination of the books of account, and records, the company has been generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2016 for a period of more than six months from the date they became payable.
  - B. According to the information and explanations given to us, the dues of income tax, customs duty, excise duty, value added tax and Cess whichever applicable, which have not been deposited on account of any disputes and the forum where the disputes are pending are given below:-

<b>Name of the statute</b>	<b>Nature of the dues</b>	<b>Amount (Rs.)</b>	<b>Period to which the amount related</b>	<b>Forum where dispute pending</b>
Income Tax Act, 1961	Income Tax and Interest thereon (Substantive Addition)	9,77,02,258/-	A. Y. 2010-11	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax and Interest thereon	53,21,748/-	A.Y. 2008-09	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax and Interest thereon	47,60,610/-	A.Y. 2012-13	Commissioner of Income Tax (Appeal)



- VII. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not taken any loan either from financial institutions or from the government and has not issued any debentures therefore this clause (viii) is not applicable.
- IX. Based on our audit procedures and according to the information given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan during the year, therefore this clause (ix) is not applicable.
- X. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- XI. According to the information and explanations given to us, we report that managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- XII. The company is not a Nidhi Company. Therefore clause (xii) is not applicable to the company.
- XIII. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- XIV. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, therefore this clause (xiv) is not applicable.
- XV. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or person connected with him therefore this clause (xv) is not applicable.
- XVI. In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. And accordingly, therefore this clause (xvi) is not applicable.

**For DMKH & Co.**

**Chartered Accountants**

FRN : 116886W

Sd/-

(CA Manish Kankani)

**Partner**

M. No. 158020

**Place : Mumbai**

**Date : May 28, 2016**

**ANNEXURE-II TO INDEPENDENT AUDITORS' REPORT****REPORT ON INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

*Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")*

We have audited the internal financial controls over financial reporting of **ROYAL INDIA CORPORATION LIMITED** ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that





- I. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- II. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- III. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For DMKH & Co.****Chartered Accountants**

FRN : 116886W

Sd/-

(CA Manish Kankani)

**Partner**

M. No. 158020

**Place : Mumbai****Date : May 28, 2016**

**BALANCE SHEET**  
AS AT 31<sup>ST</sup> MARCH, 2016

Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	230,800,000	230,800,000
(b) Reserves and Surplus	3	144,877,128	139,717,768
<b>(2) Share Application money pending allotment</b>			
<b>(3) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	4	-	-
(b) Long term Provision	5	-	-
<b>(4) Current Liabilities</b>			
(a) Trade Payables	6	540,379,071	98,964,897
(b) Short Term Borrowing	7	50,000,000	50,000,000
(c) Other Current Liabilities	8	303,172	1,299,116
(d) Short Term Provision	9	3,826,400	1,548,313
<b>Total Equity &amp; Liabilities</b>		<b>970,185,771</b>	<b>522,330,094</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets	10		
Tangible Assets		24,917	47,917
Intangible Assets		-	-
(b) Non-current investments		-	-
(c) Deferred Tax Asset		283,834	330,787
(c) Long term loans and advances	11	12,524,762	12,141,924
(d) Other non-current asset	12	-	-
<b>(2) Current Assets</b>			
(a) Inventories	13	11,280,000	77,013
(b) Trade receivables	14	918,791,345	393,568,240
(c) Short Term Loans & Advances	15	22,634,355	94,465,345
(d) Cash and cash equivalents	16	706,628	18,008,875
(e) Other Current Assets	17	3,999,897	3,689,993
<b>Total Assets</b>		<b>970,185,771</b>	<b>522,330,094</b>

The notes are integral part of these financial statements

**For DMKH & Co.**  
**Chartered Accountants**

FRN : 116886W

Sd/-

(CA Manish Kankani)

**Partner**

M. No. 158020

**Place : Mumbai**

**Date : May 28, 2016**

**For Royal India Corporation Limited**

Sd/-  
(Manish Shah)  
**Managing Director**  
DIN : 01953772

Sd/-  
(Hitesh Jain)  
**Whole-time-Director**  
DIN : 05263120

Sd/-  
(Siddhi Patil)  
**Company Secretary**

**STATEMENT OF PROFIT & LOSS**  
FOR THE PERIOD ENDED ON 31<sup>ST</sup> MARCH, 2016

Sr. No.	Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I	<b><u>Income:</u></b>			
	Revenue from operations	18	1,837,495,772	1,622,810,671
	Other Income	19	436,019	433,770
	<b>Total Revenue</b>		<b>1,837,931,791</b>	<b>1,623,244,441</b>
II	<b><u>Expenses:</u></b>			
	Cost of Goods Sold	20	1,826,762,813	1,615,069,044
	Employee Benefit Expense	21	1,476,000	1,279,657
	Financial Costs	22	43,265	68,360
	Depreciation and Amortization Expense	10	23,000	1,252,407
	Other Expenses	23	2,082,155	2,029,867
	<b>Total Expenses</b>		<b>1,830,387,233</b>	<b>1,619,699,335</b>
III	Profit before exceptional and extraordinary items and tax (I-II)		<b>7,544,558</b>	<b>3,545,106</b>
IV	Exceptional Items		-	-
V	Profit before extraordinary items and tax (III-IV)		<b>7,544,558</b>	<b>3,545,106</b>
VI	Extraordinary Items		-	-
VII	Profit before tax (V - VI)		<b>7,544,558</b>	<b>3,545,106</b>
VIII	<b><u>Tax expense:</u></b>			
	(1) Current tax		2,331,268	(1,548,313)
	(2) Deferred tax		46,953	321,112
	(3) Previous Years Adjustments	24	6,977	(14,856)
IX	Profit(Loss) before prior period Item		<b>5,159,360</b>	<b>2,303,049</b>
X	Basic and Diluted Earning Per Share		0.22	0.10
XI	Profit and Loss for the year		<b>5,159,360</b>	<b>2,303,049</b>

The notes are integral part of these financial statements

**For DMKH & Co.**  
**Chartered Accountants**

FRN : 116886W

Sd/-  
(CA Manish Kankani)

**Partner**

M. No. 158020

**Place : Mumbai**

**Date : May 28, 2016**

**For Royal India Corporation Limited**

Sd/-  
(Manish Shah)  
**Managing Director**  
DIN : 01953772

Sd/-  
(Hitesh Jain)  
**Whole-time-Director**  
DIN : 05263120

Sd/-  
(Siddhi Patil)  
**Company Secretary**

**CASH FLOW STATEMENT**  
FOR THE FINANCIAL YEAR 2014-2015

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>A. Cash Flow from Operating Activities</b>		
Net profit before Tax as per Profit & Loss Account	7,544,558	3,545,106
Adjusted for:		
Interest Received	(436,019)	(433,770)
Depreciation	23,000	1,252,407
Sundry Balances W/o		-
Share Issue Expenses written off	-	121,470
<b>Operating Profit before Working Capital Changes</b>	<b>7,131,539</b>	<b>4,485,213</b>
Adjusted for:		
(Increase)/ Decrease in Inventories	(11,202,987)	89,165,202
(Increase)/ Decrease in Trade receivables	(525,223,105)	95,756,683
(Increase)/ Decrease in Short Term Loans & Advances	71,830,990	(94,465,345)
(Increase)/ Decrease in Other Current Assets	(309,904)	3,689,993
Increase/ (Decrease) in Provision	(190)	(553,875)
Increase/ (Decrease) in Trade Payables	441,414,174	67,381,685
Increase/ (Decrease) in Short Term Borrowings	0	50,000,000
Increase/ (Decrease) in Other Current Liabilities	(995,944)	683,140
	(24,486,966)	69,514,127
Less: Taxes Paid	0	0
<b>Cash Flow from Operating Activities (A)</b>	<b>(17,355,427)</b>	<b>73,999,340</b>
<b>B. Cash Flow from Investing Activities</b>		
Sale/(Purchase) of Investment	0	69,000
<b>Net Cash used in Investing Activities (B)</b>	<b>0</b>	<b>69,000</b>
<b>C. Cash Flow from Financing Activities</b>		
Interest Received	436,019	433,770
Repayment/Received of long term loans & advances	(382,838)	935,670
Long term Borrowings		58,822,077
<b>Net Cash used in Financing Activities (C)</b>	<b>53,181</b>	<b>57,452,637</b>
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>18,008,874</b>	<b>1,531,172</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (A + B + C)</b>	<b>(17,302,246)</b>	<b>16,477,703</b>
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>706,628</b>	<b>18,008,874</b>

For DMKH & Co.  
Chartered Accountants

FRN : 116886W

Sd/-  
(CA Manish Kankani)

Partner

M. No. 158020

Place : Mumbai

Date : May 28, 2016

For Royal India Corporation Limited

Sd/-  
(Manish Shah)  
Managing Director  
DIN : 01953772

Sd/-  
(Hitesh Jain)  
Whole-time-Director  
DIN : 05263120

Sd/-  
(Siddhi Patil)  
Company Secretary

**NOTES TO THE FINANCIAL STATEMENT**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

NOTE: 1

**SIGNIFICANT ACCOUNTING POLICIES:****A) Corporate Information**

Nature of Business Activity:-

Royal India Corporation Limited is engaged in the business of Bullion, Real Estate and Investments .

**B) Basis of Preparation of Financial Statements**

The financial statements have been prepared to comply in all material respects with the accounting standards notified by Companies (Accounting Standards) Rules 2006, (as amended) and the relevant provisions of the Companies Act, 2013 ("the Act"). The financial statements have been prepared under the historical cost convention on an accrual basis in accordance with accounting principles generally accepted in India. The accounting policies have been consistently applied by the Company and are consistent with those used in previous year.

**C) Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

**D) Revenue recognition**

All incomes and expenditure are recognized as per 'Accounting Standard- 9' accounted on accrual basis except where stated otherwise.

**E) Fixed Assets****i) Tangible Assets**

Tangible assets are stated at cost, less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition price. Borrowing costs directly attributable to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase be put to use.

**(ii) Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a basis which is estimated to be the useful life of the asset.

**F) Depreciation**

Depreciation has been provided on Written down value Method at the rates and in the manner as prescribed in Schedule II of the Companies Act, 2013 as per useful life of assets from the date assets have been put to use.

**G) Impairment of assets**

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized in accordance with Accounting Standard-28 "Impairment of Assets", for the amount by which the asset's carrying amount exceeds its recoverable amount as on the carrying date. The recoverable amount is higher of the asset's fair value less costs to sell vis-à-vis value in at the lowest levels for which there are separately identifiable cash flows.

**NOTES TO THE FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016****H) Investments**

Long term investments are stated at cost. Provision for diminution in the value of long term investments is made only if such decline is of a permanent nature.

Current investments are carried individually, at the lower of cost and fair value. Costs of investments include acquisition charges such as brokerage, fees and duties.

**I) Inventories**

Inventories are valued at cost or net realizable value whichever is lower.

**J) Taxation**

Provision for current tax is made as per the provisions of the Income-tax Act, 1961.

Deferred tax for the year is recognized on timing difference, being the difference between taxable incomes and accounting income that originates in one period and is capable of reversal in one or more subsequent periods.

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is a reasonable certainty that the assets can be realized in future, however when there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets.

**K) Provision, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

**L) Retirement Benefits**

Liabilities in respect of bonus, gratuity, retirement benefit & leave encashment is being accounted for on cash basis.

**M) Earnings Per Share**

The earnings considered in ascertaining the company's EPS comprise of the net profit after tax as per Accounting Standard 20 on "Earnings Per Share", issued by the Institute of Chartered Accountants of India. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

**N) Cash flow statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**NOTES TO THE FINANCIAL STATEMENT**  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**NOTE: 2 SHARE CAPITAL**

		₹	₹
Sr. No.	Particulars	As on 31.03.2016	As on 31.03.2015
1	<b>AUTHORIZED CAPITAL</b> 2,40,00,000 Equity Shares of Rs. 10/- each.	240,000,000	240,000,000
		<b>240,000,000</b>	<b>240,000,000</b>
2	<b>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL</b> <i>To the Subscribers of the Memorandum</i> 2,30,80,000 Equity Shares of Rs.10/- each fully paid	230,800,000	230,800,000
	<b>Total in ₹</b>	<b>230,800,000</b>	<b>230,800,000</b>

Reconciliation of the number of shares and amount	As on 31.03.2016		As on 31.03.2015	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares</b>				
Opening Balance	23,080,000	230,800,000	23,080,000	230,800,000
Transferred from Share Suspense Account	-	-	-	-
<b>Closing Balance</b>	<b>23,080,000</b>	<b>230,800,000</b>	<b>23,080,000</b>	<b>230,800,000</b>

Details of the Shareholders holding more than 5% Shares	As on 31.03.2016		As on 31.03.2015	
	No. of Shares	% of Holding	No. of Shares	% of Holding
<b>Name of the Shareholder</b>				
I. Manoj Punamiya	1,325,067	5.74%	1,325,067	5.74%
II. Lata M. Jain	2,927,339	12.68%	2,927,339	12.68%
III. Hill View Impex Private Limited	1,524,845	6.61%	1,524,845	6.61%
IV. Shri Baiju Trading & Investments Private Limited	1,910,000	8.28%	1,910,000	8.28%
V. Manoj kumar Babulal Jain	2,820,000	12.22%	2,820,000	12.22%
VI. Manoj Babulal Punamiya	90,000	0.39%	-	-

**NOTE : 3 RESERVE & SURPLUS**

		₹	₹
Sr. No.	Particulars	As on 31.03.2016	As on 31.03.2015
1	Capital Reserve (A)	3,000,000	3,000,000
2	Securities Premium reserve (B)	110,530,000	110,530,000
3	<b>Surplus (Profit &amp; Loss Account)</b>		
	Balance brought forward from previous year	26,187,768	23,884,719
	Add: Profit for the year	5,159,360	2,303,049
	Total (C)	31,347,128	26,187,768
	<b>TOTAL RESERVE AND SURPLUS (A+B+C)</b>	<b>144,877,128</b>	<b>139,717,768</b>

**NOTE : 4 LONG TERM BORROWINGS**

		₹	₹
Sr. No.	Particulars	As on 31.03.2016	As on 31.03.2015
	<b><i>Other Loans Unsecured:</i></b>		
1	Inter-corporate Deposits	-	-
	<b>TOTAL</b>	<b>-</b>	<b>-</b>


**NOTES TO THE FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**
**NOTE : 5 LONG TERM PROVISION**

Sr. No	Particulars	As on 31.03.2016	As on 31.03.2015
1	Provision for Income Tax	-	-
	<b>TOTAL</b>	<b>-</b>	<b>-</b>

**NOTE : 6 TRADE PAYABLES**

Sr. No	Particulars	As on 31.03.2016	As on 31.03.2015
1	For Goods Purchased and Supplies	537,821,479	96,706,159
2	For Services Rendered	2,557,592	2,258,738
	<b>Total</b>	<b>540,379,071</b>	<b>98,964,897</b>

**NOTE : 7 SHORT TERM BORROWING**

Sr. No	Particulars	As on 31.03.2016	As on 31.03.2015
1	Inter Corporate Deposits	50,000,000	50,000,000
	<b>Total</b>	<b>50,000,000</b>	<b>50,000,000</b>

**NOTE : 8 OTHER CURRENT LIABILITIES**

Sr. No	Particulars	As on 31.03.2016	As on 31.03.2015
1	Other Current Liabilities	303,172	1,299,116
	<b>Total</b>	<b>303,172</b>	<b>1,299,116</b>

**NOTE : 9 SHORT TERM PROVISION**

Sr. No	Particulars	As on 31.03.2015	As on 31.03.2014
1	Provision for Income Tax (AY 2015-16)	1,495,132	1,548,313
2	Provision for Income Tax (AY 2016-17)	2,331,268	
	<b>TOTAL</b>	<b>3,826,400</b>	<b>1,548,313</b>

**NOTE : 10 FIXED ASSET**

Sr. No.	PARTICULARS	Useful life (Month)	DOP	GROSS BLOCK				DEPRECIATION				NET BLOCK	
				Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2016	WDV as on 31.03.2015
	<b>Tangible Assets</b>												
1	Vehicles ( Motor Cycle)	96	01.10.2006	4,250,288	-	-	4,250,288	4,250,288	-	-	4,250,288	-	-
2	Printer	36	02.05.2014	17,500	-	-	17,500	5,347	5,833	-	11,180	6,320	12,153
3	Computer Software	36	06.05.2014	51,500	-	-	51,500	15,736	17,167	-	32,903	18,597	35,764
	<b>TOTAL</b>			<b>4,319,288</b>	<b>-</b>	<b>-</b>	<b>4,319,288</b>	<b>4,271,371</b>	<b>23,000</b>	<b>-</b>	<b>4,294,371</b>	<b>24,917</b>	<b>47,917</b>
	<b>(Previous Year)</b>			<b>4,250,288</b>	<b>-</b>	<b>-</b>	<b>4,250,288</b>	<b>2,615,187</b>	<b>403,777</b>	<b>-</b>	<b>3,018,964</b>	<b>1,231,324</b>	<b>1,635,101</b>



**NOTES TO THE FINANCIAL STATEMENT**  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**NOTE : 11 LONG TERM LOANS, ADVANCES AND DEPOSITS**

Sr. No	Particulars	As on 31.03.2016	As on 31.03.2015
	<b>Unsecured, Considered good:</b>		
I)	Security Deposit	300,224	278,935
II)	Balance with government Authorities	1,103,647	1,113,226
III)	Other Loans & Advances	11,120,891	10,749,763
	<b>Total</b>	<b>12,524,762</b>	<b>12,141,924</b>

**NOTE : 12 OTHER NON CURRENT ASSETS**

Sr. No	Particulars	As on 31.03.2016	As on 31.03.2015
I)	Preliminary Expenses	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

**NOTE : 13 INVENTORIES**

Sr. No	Particulars	As on 31.03.2016	As on 31.03.2015
1	Stock-in-Trade (Gold Bar)	11,280,000	77,013
	<b>Total</b>	<b>11,280,000</b>	<b>77,013</b>

**NOTE : 14 TRADE RECEIVABLES**

Sr. No	Particulars	As on 31.03.2016	As on 31.03.2015
1	<b>Outstanding for a period exceeding six months from the date they were due for payment</b>		
	<b>(a) Overseas Debtors</b>		
	Unsecured, Considered Good	131,242,871	123,839,055
	<b>(b) Domestic Debtors</b>		
	Unsecured, Considered Good	57,123,325	52,161,738
2	<b>Others trade receivable</b>		
	<b>(a) Overseas Debtors</b>		
	Unsecured, Considered Good	-	-
	<b>(b) Domestic Debtors</b>		
	a) Unsecured, Considered Good	786,610,849	260,370,647
	<b>Total</b>	<b>918,791,345</b>	<b>393,568,240</b>

**NOTE : 15 SHORT TO LOANS & ADVANCES**

Sr. No	Particulars	As on 31.03.2016	As on 31.03.2015
1	Loans and Advances to Related Parties	21,449,010	94,465,345
2	Other Loans & Advances	1,185,345	
	<b>Total</b>	<b>22,634,355</b>	<b>94,465,345</b>

**NOTES TO THE FINANCIAL STATEMENT**  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**NOTE : 16 CASH & BANK BALANCE**

₹ ₹

Sr. No	Particulars	As on 31.03.2016	As on 31.03.2015
	<b>Cash and cash equivalents</b>		
a)	Cash on hand	380,022	560,475
b)	Balance with bank	326,606	17,448,400
	<b>Total cash and cash equivalents</b>	<b>706,628</b>	<b>18,008,875</b>

**NOTE : 17 OTHER CURRENT ASSETS**

₹ ₹

Sr. No	Particulars	As on 31.03.2016	As on 31.03.2015
1	Trade Advances Given	3,999,897	3,689,993
	<b>Total</b>	<b>3,999,897</b>	<b>3,689,993</b>

**NOTE : 18 REVENUE FROM OPERATIONS**

₹ ₹

Sr. No.	Particulars	As on 31.03.2016	As on 31.03.2015
1	Local Gold Bar Sales	1,830,091,955	1,617,882,179
2	Export Diamonds	-	-
4	FEGL on Sales	7,403,817	4,928,492
	<b>Total</b>	<b>1,837,495,772</b>	<b>1,622,810,671</b>

**NOTE : 19 OTHER INCOME**

₹ ₹

Sr. No	Particulars	As on 31.03.2016	As on 31.03.2015
1	Interest Income	436,019	433,770
	<b>Total</b>	<b>436,019</b>	<b>433,770</b>

**NOTE : 20 COST OF GOODS SOLD**

₹ ₹ ₹ ₹

Sr. No	Particulars	As on 31.03.2016		As on 31.03.2015	
		Gold Bar	Diamond	Gold Bar	Diamond
	Opening Stock	77,013	-	89,242,215	-
Add:	Purchases	1,837,965,800	-	1,525,903,842	-
Less:	Closing Stock	(11,280,000)	-	(77,013)	-
	<b>Total</b>	<b>1,826,762,813</b>	<b>-</b>	<b>1,615,069,044</b>	<b>-</b>

**NOTE : 21 EMPLOYMENT BENEFIT EXPENSES**

₹ ₹

Sr. No	Particulars	As on 31.03.2016	As on 31.03.2015
1	Salaries	1,075,000	679,000
2	Directors Remuneration	401,000	600,000
3	Staff Welfare	-	657
	<b>Total</b>	<b>1,476,000</b>	<b>1,279,657</b>

**NOTES TO THE FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016****NOTE :22 FINANCIAL COST**

Sr. No	Particulars	As on 31.03.2016	As on 31.03.2015
1	Bank Charges	43,265	68,360
	<b>Total</b>	<b>43,265</b>	<b>68,360</b>

**NOTE : 23 OTHER EXPENSES**

Sr. No.	Particulars	As on 31.03.2016	As on 31.03.2015
1	Advertisement & Publicity	67,990	108,180
2	Auditors Remuneration	117,763	105,057
3	BSE Listing Fees	224,720	112,360
4	BSE Charges & Annual Fees	-	-
5	BSE Capital Adequacy Fund w/off	-	-
6	Car Expenses	-	6,550
7	Clearing & forwarding Expenses	-	-
8	Conveyance	15,250	17,484
9	Commission	-	-
10	Computer maintenance Exp.	16,188	14,475
11	CDSL Fees	91,575	61,798
12	Differed revenue exp. w/off	-	-
13	Electricity Expenses	93,745	76,240
14	Expenditure on Food and snakes	-	174,300
15	Fine on Profession tax	-	2,000
16	Hotel Rental	-	223,600
17	Interest for IT dues	7,302	51,906
18	Internal audit fees	15,000	15,000
19	Legal & Professional Charges	444,392	252,644
20	Miscellaneous / Preliminary Exp. Written off	-	121,470
21	Office & General Expenses	17,866	51,685
22	Postage & courier	17,912	16,542
23	Printing & Stationery Expenses	39,395	31,893
24	Prior period expense	-	21,702
25	Professional Tax	2,500	2,500
26	Rent	216,000	216,000
27	Repair & Maintenance	22,028	50,142
28	ROC Expenses	6,100	8,500
29	Telephone Expenses	28,062	21,793
30	Travelling Expenses	206,950	224,942
31	Sundry Expenses	5,240	41,104
32	Maintenance Charges (Mittal Tower)	105,837	-
33	Secretarial Expense	40,100	-
34	Penalties	250,000	-
35	Swatch Bharat Cess	500	-
36	Visa Services	4,740	-
37	Sitting fees (Directors)	25,000	-
	<b>Total</b>	<b>2,082,155</b>	<b>2,029,867</b>

**NOTES TO THE FINANCIAL STATEMENT**  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**NOTE : 24 AUDITORS REMUNERATION**

		₹	₹
Sr. No	Particulars	As on 31.03.2016	As on 31.03.2015
1	Statutory Audit Fees	62,920	57,200
2	Tax Audit Fees	24,200	22,000
3	VAT Audit Fees	15,730	14,300
4	Service Tax	14,913	11,557
	<b>Total</b>	<b>117,763</b>	<b>105,057</b>

**NOTE : 25 PRIOR PERIOD ITEMS**

		₹	₹
Sr. No	Particulars	As on 31.03.2016	As on 31.03.2015
1	Excess provision for tax reverse	6,977	14,856
	<b>Total</b>	<b>6,977</b>	<b>14,856</b>

**NOTE: 26** Balances of Trade Receivables, Loans and Advances, Secured Loans, Trade Payables & others are subject to confirmation and reconciliation and consequential adjustments, if any.

**NOTE: 27** In the opinion of the Board & to the best of their knowledge & belief the value of realization of current assets, loans & advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet & the provisions for all the loans & determined liabilities is adequate and not in excess of the amount stated in balance sheet.

**NOTE: 28** According to a technical assessment carried out by the Company, there is no impairment in the carrying cost of cash generating units of the Company in terms of Accounting Standards 28 issued by The Institute of Chartered Accountants of India.

**NOTE: 29** The Company has not provided for Gratuity and Leave Encashment to Employees on accrual basis, which is not in conformity with AS - 15 issued by ICAI. However, in the opinion of management the amount involved is negligible and has no impact on Statement of Profit & Loss.

**NOTE: 30 Earnings Per Share (AS-20) :**

The Earning per Share computed as per the requirement under Accounting Standard 20 on Earnings per Share issued by The Institute of Chartered Accountant of India, is as under:

(In ₹)

	<b>2015-2016</b>	<b>2014-2015</b>
Profit Attributable to Equity Share Holders (After Tax)	4,720,934	2,303,049
Weighted Average Number of Equity Share (Nos.)	23,080,000	23,080,000
Basic/ Diluted Earnings Per Share	0.20	0.10
Diluted Earnings Per Share	0.20	0.10
Face Value per Equity Share	10.00	10.00

**NOTE: 31 Deferred Tax Assets/ (Liability) :**

The Company has provided Deferred Tax Assets for the year, amounting to Rs. 46,953/- due to the difference between the book balance and the written down value of fixed assets under Income Tax, which is in conformity with Accounting Standard - 22 on "Accounting on Taxes on Income" issued by the Institute of Chartered Accountant of India.

**NOTES TO THE FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

**NOTE: 32** The Company has not received the required information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosures, if any, relating to amounts unpaid as at the year-end together with interest paid/payable as required under the said Act have not been made.

**NOTE: 33 Derivative Instruments**

There was no contract related to hedging outstanding at the end of the year. Exposure related to Stock in hand at the end of the year were not hedged amount Rs. 11,280,000 (P.Y- 77,013).

**NOTE: 34 Related Party Transaction:****Related Parties and Nature of Relationship:**

Related Party	Nature of Relationship
Manish Navnit Shah	Managing Director
Hitesh Mangilal Jain	Whole-time-Director
Siddhi Patil	Company Secretary

Note: Related Parties as disclosed by the management and relied upon by auditors.

**Related Party Transaction**

Particulars	Companies in which Directors are substantially interested	Key Management Personnel	Relative of Key Management Personnel & Others
Remuneration Rent Paid		4,01,000.00	
<b>Loan Transactions</b>			
Gross Loans Taken			
Gross Loans Repaid			
<b>Credit Balance as on 31.03.2016</b>			
Gross Loans Given			
Gross Amount Receive			
<b>Debit Balance as on 31.03.2016</b>			

**NOTE: 35** The Inspection under Section 209A of the Companies Act, 1956 has been carried out by the office of the Ministry of Corporate Affairs, Mumbai. Accordingly, Deputy Registrar of Companies has filed complaints under Section 629A of the Act in the Court of Addl. Metropolitan Magistrate at Mumbai for contravention of Section 224 (8) r.w. Section 292 (1) (e) & 383A respectively, and the matters are pending.

**NOTE: 36 Segment Information (AS-17)**

Company has only one segment of activity namely "Trading of Bullion". Since there is No export turnover, there are no reportable geographical segments.

**For DMKH & Co.****Chartered Accountants**

FRN : 116886W

Sd/-

(CA Manish Kankani)

**Partner**

M. No. 158020

**Place : Mumbai****Date : May 28, 2016****For Royal India Corporation Limited**

Sd/-

(Manish Shah)

**Managing Director**

DIN : 01953772

Sd/-

(Hitesh Jain)

**Whole-time-Director**

DIN : 05263120

Sd/-

(Siddhi Patil)

**Company Secretary**





**ROYAL INDIA CORPORATION LIMITED**

(CIN: L45400MH1984PLC032274)

Registered Office: 62, 6<sup>th</sup> Floor, C Wing, Mittal Tower, Nariman Point, Mumbai, Maharashtra-400021.

Email: [rite2natraj@gmail.com](mailto:rite2natraj@gmail.com) Website: [www.ricl.in](http://www.ricl.in)

Phone: 022-42417777 Fax: 022-22877272

**PROXY FORM**

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

Registered Folio No. / DP ID & Client ID: \_\_\_\_\_

Name and Address of the Shareholder : \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

No. of shares held : \_\_\_\_\_

I /WE, being the member (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

1. Name: \_\_\_\_\_

Of \_\_\_\_\_

Email: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her,

2. Name: \_\_\_\_\_

Of \_\_\_\_\_

Email: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her,

3. Name: \_\_\_\_\_

Of \_\_\_\_\_

Email: \_\_\_\_\_ Signature: \_\_\_\_\_

*as my / our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company to be held on Thursday, August 11, 2016 at 11.30 a.m. at 62, 6<sup>th</sup> Floor, C-Wing, Mittal Tower, Nariman Point, Mumbai-400021 and at any adjournment thereof in respect of such resolutions as are indicated below:*



<i>Resolution No.</i>	<i>Resolutions</i>	<i>Optional*</i>	
		<i>For</i>	<i>Against</i>
<b>Ordinary Business</b>			
1.	Adoption of the Audited Financial Statements for the financial year ended on 31 <sup>st</sup> March, 2016 and the Reports of the Board of Directors and Auditors thereon.		
2.	Appointment of a Director in place of Mr. Hitesh Jain who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of M/s DMKH & Co., Chartered Accountants, as Statutory Auditors of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Affix  
Revenue  
Stamp

\_\_\_\_\_  
*Signature of Member*

\_\_\_\_\_  
*Signature of Proxy*

**Notes:**

1. *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.*
2. *This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.*





**ROYAL INDIA CORPORATION LIMITED**

(CIN: L45400MH1984PLC032274)

Registered Office: 62, 6<sup>th</sup> Floor, C Wing, Mittal Tower, Nariman Point, Mumbai, Maharashtra-400021.

**E-COMMUNICATION REGISTRATION FORM**

(In terms of circular No. 17/2011 dated 21<sup>st</sup> April, 2011 issued by Ministry of Company Affairs)

Folio No./ DP ID & Client ID : \_\_\_\_\_

Name of First Registered Holder: \_\_\_\_\_

Name of Joint Holder(s) : \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Registered Address : \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Email ID(to be registered) : \_\_\_\_\_

I/WE shareholder(s) of Royal India Corporation Limited agree to receive communication from the company in electronic mode. Please register my above Email-ID in your records for receiving communication in electronic form from the Company.

**Date:**\_\_\_\_\_

**Signature:**\_\_\_\_\_

**(First Holder)**

**Note:** Shareholder(s) are requested to keep the Company inform of Change, if any, in the E-mail address.





BOOK-POST



If undelivered, please return to :

**Royal India Corporation Limited**

CIN : L45400MH1984PLC032274

62, 6<sup>th</sup> Floor, C-Wing, Mittal Tower, Nariman Point, Mumbai 400 021.

☎ 022-43417777 📠 022-22877272 ✉ info@ricl.in 🌐 www.ricl.in