



**REDEX PROTECH LIMITED**  
(CIN: L31100GJ1991PLC016557)

**REGISTERED OFFICE:**

**A/5, JAYMANGAL HOUSE, OPP. SAKAR-I, NEHRU BRIDGE,  
ASHRAM ROAD, AHMEDABAD - 380009**

**ANNUAL REPORT**

**2014-15**

**BOARD OF DIRECTORS:**

MR. VIKRAM BHAGAT	:	Managing Director & CFO
MR. JAYPRAKASH SHARMA	:	Independent Director
MR. HIRENBHAI PATEL	:	Independent Director
MRS. ANGANA BHAGAT	:	Director



**AUDITORS:**

M/S. ARVIND A. THAKKAR & CO.  
Ground Floor, Tirupati Apartments,  
B/h. Old High Court,  
Ahmedabad- 380009

**REGISTRAR & SHARE TRANSFER AGENT:**

M/S. PURVA SHARE REGISTRY (INDIA) PVT. LTD  
9 - SHIV SHAKTI INDUSTRIAL ESTATE,  
GROUND FLOOR, J R BORICHA MARG,  
OPP, KASTURBA HOSPITAL,  
LOWER PAREL,  
MUMBAI-400011  
Contact No.: 91-22-2301 6761 / 8261  
FAX: 91-22-2301 2517  
Mail ID: busicomp@vsnl.com

**STOCK EXCHANGES WHERE THE SHARES OF THE COMPANY ARE LISTED:**

- I. THE BOMBAY STOCK EXCHANGE LIMITED  
25<sup>TH</sup> FLOOR, P. J. TOWERS,  
DALAL STREET, FORT,  
MUMBAI - 400001
- II. AHMEDABAD STOCK EXCHANGE LTD  
KAMDHENU COMPLEX, OPP. SAHJANAND COLLEGE,  
PANJARAPOLE, AMBAWADI,  
AHMEDABAD- 380 015



# REDEX PROTECH LIMITED

## NOTICE

NOTICE IS HEREBY GIVEN THAT TWENTY FOURTH ANNUAL GENERAL MEETING OF **REDEX PROTECH LIMITED** WILL BE HELD AT REGD. OFFICE AT A/5, JAYMANGAL HOUSE, OPP. SAKAR-I, NEHRU BRIDGE, ASHRAM ROAD, AHMEDABAD - 380009 ON 30<sup>TH</sup> SEPTEMBER, 2015 AT 09.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a Director in place of MRS. ANGANA BHAGAT (DIN: 02721337), who retires by rotation, in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers herself for re-appointment.
3. To ratify the appointment of Statutory Auditor and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, as amended from time to time, pursuant to recommendation of the Audit Committee of Board of Directors and pursuant to resolution passed by members at the AGM held on 30<sup>th</sup> September, 2014, the appointment of, **M/S. ARVIND A. THAKKAR & CO.**, Chartered Accountants (Firm Registration No. 100571W ), as Statutory Auditors of the company to hold office till consecutive period of four (4) financial years be and is hereby ratified at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Place: AHMEDABAD  
Date: 12/08/2015

BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, REDEX PROTECH LIMITED



MR. VIKRAM BHAGAT  
Mg. Director  
(DIN: 00114739)



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### NOTES: -

1. A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company. Instrument of proxy in order to be effective must be received by the company not less than 48 hours before the meeting.
2. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, the Notice is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners, received from NSDL / CDSL as on close of business hours on **Wednesday, 12<sup>TH</sup> AUGUST, 2015**. The Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
3. For Members whose email.IDs are not registered, physical copies of the Notice are being sent by permitted mode. The Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 23<sup>rd</sup> September, 2015 to Wednesday, 30<sup>th</sup> September, 2015** (both days inclusive) in connection with AGM.
5. As a measure of economy, Annual Report will not be distributed at the Meeting. So, members are requested to bring their copy of Annual Report with them to the Annual General Meeting.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have



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- received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
7. Information as required under clause 49 (VIII) (E) (1) of the Listing Agreement regarding appointment / reappointment of Directors are annexed hereto.
  8. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of Listing Agreement, the Company is providing E-Voting facility to all the members whose names appear in the Register of Members / beneficial owners as on the Cut-Off Date i.e. **23<sup>RD</sup> SEPTEMBER, 2015**, who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by CDSL, through their portal <http://www.evotingindia.com> in this regard, members are notified that (i) the company has completed the dispatch of Notice through permitted mode to all the members of the company individually along with the explanatory statement and (ii) voting through electronic means shall commence from **09.00 A.M. on 27<sup>TH</sup> SEPTEMBER, 2015 and end at 5:00 P.M. on 29<sup>TH</sup> SEPTEMBER, 2015**. Please note that e-voting is optional. In case a member has voted through e-voting facility, he/she is not allowed to vote at the Venue of Annual General Meeting.
  9. The Member who transfers his / her shares before the Cut-off date i.e. **23<sup>RD</sup> SEPTEMBER, 2015**, is not eligible to vote to the extent of transfer made by him/her, on the Resolutions mentioned in the Notice.
  10. Any person who acquires the Shares of the Company after dispatch of the Notice of the General Meeting and holding the Shares on the Cut-off Date i.e. **23<sup>RD</sup> SEPTEMBER, 2015**, may request to the Company on registered mail ID of the company i.e. **redex\_92@yahoo**. In to obtain the User ID & Password.



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11. The Results of E-voting along with the Scrutinizer's Report shall be declared and placed on the Company's website and on the website of CDSL <https://www.evotingindia.co.in> on or before **6:00 P.M. on 30<sup>TH</sup> SEPTEMBER, 2015** and communicated to the BSE Limited where the shares of the Company are listed.



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Information pursuant to Clause 49 of the Listing Agreement with regard to Directors seeking appointment / re-appointment as the forthcoming Annual General Meeting:

➤ **MRS. ANGANA BHAGAT (DIN: 02721337), - NON EXECUTIVE WOMAN DIRECTOR**

MRS. ANGANA BHAGAT (DIN: 02721337) holds bachelor of Commerce and has expertise in administrative work. Below is a list of other companies in which Mrs. Angana Bhagat is a Director and chairman / member of Board Committees of other companies:

No.	List of other directorship	Chairmanship / Membership of Committees of the Board of other companies
1	YASH SHELTERS LTD	-

Shareholding in the Company: 1,64,000



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### THE INSTRUCTIONS FOR E-VOTING:

#### SECTION A - E-VOTING PROCESS:

- (i) The voting period begins on 27<sup>TH</sup> SEPTEMBER, 2015 FROM 09:00 A.M. TO 29<sup>TH</sup> SEPTEMBER, 2015 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>RD</sup> SEPTEMBER, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.





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(viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



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- (xii) Click on the EVSN i.e. "150810025" for the relevant Company Name i.e. "REDEX PROTECH LIMITED" on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.



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- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

### SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS:

- i The E-Voting period commences on **27<sup>TH</sup> SEPTEMBER, 2015 (10:00 A.M.) and ends on 29<sup>TH</sup> SEPTEMBER, 2015 (5:00 P.M.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off date i.e. **23<sup>RD</sup> SEPTEMBER, 2015** may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii. CS Anish Shah, Practising Company Secretary (Membership No.: FCS 4713; CP No: 6560) (Address: D- 413, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad - 380 015, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.



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- iv. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any and submit forth with to the Chairman of the Company.
- v. The Results shall be declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL <https://www.evotingindia.co.in> on or before **6:00 P.M. on 30<sup>TH</sup> SEPTEMBER, 2015** and communicated to the BSE Limited and Ahmedabad Stock Exchange, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix. 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 communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.



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- x. The Members are requested to pay attention to the matter that once he / she has exercised his / her right then he / she shall not be allowed to change his / her vote subsequently in any case.
- xi. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## REDEX PROTECH LIMITED

To,  
The Members,  
**REDEX PROTECH LIMITED**

Your Directors have pleasure in presenting their Twenty Fourth Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

### 1. Performance of the Company (Standalone)

The Board's Report is prepared based on the stand alone financial statements of the company.

(Rs. in lacs)

Particulars	2014-2015	2013-14
Sales	1.88	2.04
Other income	29.40	29.40
Depreciation	4.01	3.80
Other expenses	7.83	8.43
Profit/ Loss before Tax	19.45	19.21
<b>Profit/Loss after Tax</b>	<b>14.35</b>	<b>15.08</b>

During the year, company could not achieve reasonable level of growth in terms of turnover due to slow down market in the field of trading in fire protection Equipments business. Company will try to achieve the performance next year by making more initiative in the activities of the company.

### 2. DIVIDEND:

With a view to enlarge the business operations of the Company, the directors did not recommend any Dividend during the year under review.

### 3. Directors and Key Managerial Personnel:

**MRS. ANGANA BHAGAT**, Woman Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offer herself for reappointment.

During the year under review, **MR. JAYPRAKASH SHARMA & MR. HIRENBHAI PATEL** have been appointed as an **Independent Directors** for term of Five years with effect



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from 30<sup>th</sup> September, 2014. Further, **MRS. ANGANA BHAGAT** has been appointed as **Woman Director** with effect from 30<sup>th</sup> September, 2014.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section 6 of Section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreement which is hereby enclosed as "**Annexure I**".

Also, **MR. VIKRAM BHAGAT** had been appointed **Managing Director & Chief Financial Officer (CFO)** with effect from 12<sup>th</sup> August, 2014.

#### 4. Meetings:

During the year Four Board Meetings and Nineteen Audit Committee Meetings were convened and held. The dates on which the said Board meetings were held:

May 28, 2014, August 12, 2014, November 14, 2014 & February 9, 2015.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

#### 5. Committees:

The company has several committees which have been established as a part of best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Board has constituted following Committees.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee
- Share Transfer Committee

The details with respect to the compositions, powers, roles, terms of reference etc. of relevant committees are given in detail in the 'Report on Corporate Governance' of the company which forms part of this Annual Report.

#### 6. Extracts of Annual Return

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2015 forms part of this report as "**Annexure II**".



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### 7. STATUTORY AUDITORS & AUDIT REPORT:

M/s. ARVIND A. THAKKAR & CO., (Firm Registration No. 100571W), Chartered Accountants have been appointed as statutory auditors of the company at the Annual General Meeting held on September 30, 2014 to hold office from the conclusion of Annual General Meeting (AGM) held on September 30, 2014 for a consecutive period of five (5) financial years, subject to ratification by the shareholders annually. Accordingly, ratification of appointment of Statutory Auditors is being sought from the members of the company at the ensuing AGM. In this regard, the Company has received a certificate from the auditors to the effect that if their appointment is ratified, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013. Auditors comments on your company's accounts for year ended March 31, 2015 are self explanatory in nature and do not require any explanation as per provisions of Section 134(3)(f) of the Companies Act, 2013.

Notes to the accounts referred to in Auditor's report are self explanatory and therefore do not call for any further comments.

### 8. Internal Control systems

During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas.

### 9. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT:

Pursuant to Section 204 of the Companies Act, 2013, your company had appointed M/s. A. Shah & Associates, Practising Company Secretaries, Ahmedabad, as its Secretarial Auditors to conduct the Secretarial Audit of the company for FY 2014-15. The Report of the Secretarial Auditor for the FY 2014-15 is annexed to this report as "Annexure III".

Secretarial Auditors have qualified their report to the Members of the Company & in this connection; the Board of Directors of the Company has discussed the same at arm's length and agreed to take the corrective steps on following Qualifications:

1. *Company is listed on Ahmedabad Stock Exchange (ASE) but no statutory compliance are done with the stock Exchange pursuant to Listing Agreement, Depositories Act and any other compliance as required to be done with a Stock Exchange.*
2. *Company is yet to comply with Clause 47(a) of Listing Agreement.*





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3. *Company is not in compliance with to Section 203 (1) (ii) of Company's Act, 2013*
4. *Company is yet to comply with the section 138 of the Companies Act, 2013 i.e. Internal Auditor needs to be appointed to conduct the internal audit of the functions and activities of the company.*

Secretarial Auditor report (MR-3) is self explanatory and therefore do not call for any further comments.

### **10. BOARD EVALUATION:**

Board of directors of the Company evaluated performance of independent directors as well as board as whole, On the basis of criteria laid down by the Nomination and Remuneration Committee and it was framed that overall performance and contribution of directors of the Company are satisfactorily and they are making their best efforts for the advancement of the Company

### **11. Fixed Deposits**

Your company has not accepted any fixed deposits from the public within the provisions of Section 73 to 76 of the Companies Act, 2013. Hence, the disclosures required as per Rule 8(5)(v)&(vi) of the Companies (Accounts) Rules, 2014, read with Section 73 to 76 of the Companies Act, 2013 are not applicable to your Company.

### **12. Corporate Governance**

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with all our stakeholders.

A separate section on Corporate Governance Standards followed by your company, as stipulated under Clause 49 of the Listing Agreement is enclosed as Annexure to this Report. The Report on Corporate Governance also contains certain disclosures required under Companies Act, 2013.

A certificate from **M/s. ARVIND A. THAKKAR & CO.**, Chartered Accountants, conforming compliance to the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, is annexed to this Report.



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### 13. Vigil Mechanism

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.redexprotech.com](http://www.redexprotech.com) under investors/others/Whistle blower Policy link.

### 14. Energy, Technology

Conservation of energy

(i)	the steps taken or impact on conservation of energy	N.A
(ii)	the steps taken by the company for utilizing alternate sources of energy	N.A
(iii)	the capital investment on energy conservation equipment's	N.A

(b) Technology absorption

(i)	the efforts made towards technology absorption	N.A
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	N.A
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	N.A
	(a) the details of technology imported	N.A
	(b) the year of import;	N.A
	(c) whether the technology been fully absorbed	N.A
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A
(iv)	the expenditure incurred on Research and Development	N.A



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### **15. Foreign Exchange Earnings / Outgo:-**

As the Company has not carried out any activities relating to the export and import during the financial year. There is no foreign exchange expenses and foreign income during the financial year.

### **16. NOMINATION AND REMUNERATION POLICY**

The Board has on the recommendation of Nomination and Remuneration / Compensation Committee framed a policy on directors' appointment and remuneration of Directors including criteria for determining qualification, positive attributes, independence of directors and remuneration for Directors, Key Managerial Personnel and other employees. The policy is annexed to this report as "Annexure IV".

### **17. Particulars of Contracts or Arrangements with Related Parties**

All related party transactions that were entered during the financial year were in ordinary course of the business of the company and were on arm's length basis. There were no materially significant related party transactions entered by the Company with Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the company.

All such Related Party Transactions are placed before the Audit Committee for approval.

The policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions as approved by the Audit Committee and the Board of Directors is has been uploaded on the website of the Company at [www.redexprotech.com](http://www.redexprotech.com) under investors/others/ Related Party Transaction Policy link.

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 is disclosed in **Form No. AOC-2** in "Annexure V".

### **18. Particulars of Loans, Guarantees or Investments under Section 186**

In terms of provisions of Section 134(3)(g), the Particulars of Loans, Guarantees or Investments under Section 186, is annexed hereto as "Annexure VI" and forms part of this Report.



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### **19. PARTICULARS OF EMPLOYEES REMUNERATION:**

- A. The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197, of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as "**Annexure VII**".
- B. The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided as no employees is paid remuneration of Rs. 5 Lac Per month if employed for part of the year and Rs. 60 Lacs Per Annum if employed for the whole year.

### **20. Human Resources**

Your Company treats its "human resources" as one of its most important assets.

Your Company continuously invest in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation, and job enlargement.

### **21. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

#### **1. Disclosure under Section 22 of the Sexual Harassment Of Women At Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to the Company as there is no woman at the workplace of the Company.

Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.



## REDEX PROTECH LIMITED

### **22. CHANGE IN NATURE OF THE BUSINESS:**

There has been no change in the nature of business of the company during the year under review.

### **23. MANAGEMENT DISCUSSION AND ANALYSIS:**

As per Clause 49 of listing agreement with the Stock Exchanges, a separate section on Management Discussion and Analysis outlining the business of the Company is set out in Annexure forming part of this Report.

### **24. SIGNIFICANT OR MATERIAL ORDERS AGAINST COMPANY:**

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

### **25. Directors' Responsibility Statement:**

Pursuant to requirement under 134(3)(c) of the Companies Act, 2013 (Act), Directors, confirm that:

- (a) in the preparation of the annual accounts for the year ended on 31<sup>st</sup> March, 2015, the applicable accounting standards read with requirement set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2015 and of the profit of the company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively and
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.



## REDEX PROTECH LIMITED

### 26. Acknowledgement

Your Directors wish to place on record their gratitude and sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review.

Your Directors would like to express a profound sense of appreciation for the commitment shown by the employees in supporting the Company in its continued robust performance on all fronts.

Place: AHMEDABAD

Date: 12/08/2015

BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, REDEX PROTECH LIMITED



MR. VIKRAM BHAGAT  
Mg. Director  
(DIN: 00114739)



# REDEX PROTECH LIMITED

## Annexure I

### DECLARATION OF INDEPENDENCE

01<sup>st</sup> April, 2015

To  
The Board of Directors  
**REDEX PROTECH LIMITED**  
A/5, Jaymangal House, Opp. Sakar-I,  
Nehru Bridge,  
Ashram Road,  
Ahmedabad- 380009

Sub: Declaration of independence under clause 49 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013.

I, **Mr. JAYPRAKASH SHARMA**, hereby certify that I am a Non-executive Independent Director of **REDEX PROTECH LIMITED, A/5, Jaymangal House, Opp. Sakar-I, Nehru Bridge, Ashram Road, Ahmedabad- 380009** and comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and the Companies Act, 2013.

#### **I certify that:**

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:



## REDEX PROTECH LIMITED

- a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
- b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
  - a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; **or**
  - b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- c) holds together with my relatives 2% or more of the total voting power of the company; **or**
- d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; **or**
  - I am not a material supplier, service provider or customer or a lessor or lessee of the company;
  - I am not less than 21 years of age.

### Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and





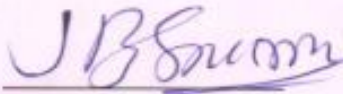
## REDEX PROTECH LIMITED

I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,

Yours faithfully,



**MR. JAYPRAKASH SHARMA**  
(DIN: 00114850)  
A/11, Nilharsh Apartments,  
Vasna, Bhattha,, Ahmedabad, 380007,  
Gujarat, INDIA



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# REDEX PROTECH LIMITED

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## DECLARATION OF INDEPENDENCE

01<sup>st</sup> April, 2015

To  
The Board of Directors  
**REDEX PROTECH LIMITED**  
A/5, Jaymangal House, Opp. Sakar-I,  
Nehru Bridge,  
Ashram Road,  
Ahmedabad- 380009

Sub: Declaration of independence under clause 49 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013.

I, **MR. HIRENBHAI PRAMUKHRAJ PATEL**, hereby certify that I am a Non-executive Independent Director of **REDEX PROTECH LIMITED, A/5, Jaymangal House, Opp. Sakar-I, Nehru Bridge, Ashram Road, Ahmedabad- 380009** and comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and the Companies Act, 2013.

### I certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:



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## REDEX PROTECH LIMITED

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- a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
- b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
  - c. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; **or**
  - d. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- c) holds together with my relatives 2% or more of the total voting power of the company; **or**
- d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company;  
or
  - I am not a material supplier, service provider or customer or a lessor or lessee of the company;
  - I am not less than 21 years of age.

### **Declaration**

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and



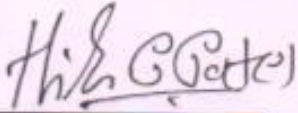
## REDEX PROTECH LIMITED

I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,

Yours faithfully,



**MR. HIRENBHAI PATEL**  
(DIN: 02502241)  
344, HIRABAG Vi-2, GHATALODIYA,  
AHMEDABAD, 380061,  
Gujarat, INDIA



# REDEX PROTECH LIMITED

## Annexure II

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

### I. REGISTRATION & OTHER DETAILS:

1. CIN	L31100GJ1991PLC016557
2. Registration Date	01/11/1991
3. Name of the Company	REDEX PROTECH LIMITED
4. Category/Sub-category of the Company	Category - COMPANY LIMITED BY SHARES Sub-category - INDIAN NON-GOVERNMENT COMPANY
5. Address of the Registered office & contact details	A/6, JAYMANGLAM HOUSE, OPP GANDHI GRAM RAILWAY STATION, ASHRAM ROAD, AHMEDABAD-380 009. PH. NO: 26584080
6. Whether listed company	YES, ON BSE LIMITED & AHMEDABAD STOCK EXCHANGE LIMITED
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	<b>PURVA SHARE REGISTRY (INDIA) PVT. LTD</b> 9, SHIV SHAKTI INDUSTRIAL ESTATE, J. R. BORICHA MARG, LOWER PAREL, MUMBAI, MAHARASHTRA, 400011 Tel : 91-22-2301 6761 / 8261 Fax : 91-22-2301 2517

### 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)



## REDEX PROTECH LIMITED

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Rent income	681	93.98%

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

#### A.) Category-wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the year (as on April 1, 2014 i.e. on the basis of SHP of March 31, 2014)				No. of Shares held at the end of the year (as on March 31, 2015 i.e. on the basis of SHP of March 31, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters/Promoters Group</b>									
(1) Indian									
a) Individual/HUF	1467700	9500	1477200	21.98	1802700	9500	1812200	26.96	4.98
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(1):</b>	<b>1467700</b>	<b>9500</b>	<b>1477200</b>	<b>21.98</b>	<b>1802700</b>	<b>9500</b>	<b>1812200</b>	<b>26.96</b>	<b>4.98</b>
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-



## REDEX PROTECH LIMITED

c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other...	-	-	-	-	-	-	-	-	-
<b>Sub-total:(A) (2):</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1467700</b>	<b>9500</b>	<b>1477200</b>	<b>21.98</b>	<b>1802700</b>	<b>9500</b>	<b>1812200</b>	<b>26.96</b>	<b>4.98</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	1700	-	1700	0.03	1700	-	1700	0.03	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
i-1) Foreign Financial Institution	-	-	-	-	-	-	-	-	-
i-2) Trust	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>1700</b>	<b>-</b>	<b>1700</b>	<b>0.03</b>	<b>1700</b>	<b>-</b>	<b>1700</b>	<b>0.03</b>	<b>-</b>
<b>2. Non-Institutions</b>									
a) Bodies Corporate									
i) Indian	343050	109200	452250	6.73	473669	109200	582869	8.67	1.94
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto	191515	2262500	2454015	36.51	241160	2186200	2427360	36.12	0.01



## REDEX PROTECH LIMITED

Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1818485	107100	1925585	28.65	1265111	95400	1360511	20.24	(8.41)
c) HUF	156400	-	156400	2.33	288210	-	288210	4.44	2.11
NRI	9300	244200	253500	3.77	7000	241300	248300	3.69	(0.08)
Clearing Members	500	-	500	0.1	-	-	-	-	(0.01)
<b>Sub-total (B)(2):-</b>	<b>2519250</b>	<b>2723000</b>	<b>5242250</b>	<b>78.00</b>	<b>2275150</b>	<b>2149500</b>	<b>4907250</b>	<b>73.01</b>	<b>4.99</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>2520950</b>	<b>2723000</b>	<b>5243950</b>	<b>78.02</b>	<b>2276850</b>	<b>2149500</b>	<b>4908950</b>	<b>73.04</b>	<b>4.98</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs (C)</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>3988650</b>	<b>2732500</b>	<b>6721150</b>	<b>100</b>	<b>4079550</b>	<b>2159000</b>	<b>6721150</b>	<b>100</b>	<b>-</b>





## REDEX PROTECH LIMITED

### B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2014 i.e. on the basis of SHP of March 31, 2014)			Shareholding at the end of the year (as on March 31, 2015 i.e. on the basis of SHP of March 31, 2015)			% change in shareholding 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	RAJENDRA DAHYABHAI BHAGAT	662800	9.86	-	801800	11.93	-	2.07
2	GNANESH RAJENDRABHAI BHAGAT	279000	4.15	-	347150	5.17	-	1.02
3	VIKRAM DAHYABHAI BHAGAT	220600	3.28	-	255285	3.80	-	0.52
4	HANSABEN RAJENDRABHAI BHAGAT	125300	1.86	-	168965	2.51	-	0.65
5	ANGANA GNANESH BHAGAT	125000	1.86	-	164000	2.44	-	0.58



## REDEX PROTECH LIMITED

6	AMIT ASHOKBHAI BHAGAT	52400	0.78	-	52400	0.78	-	-
7	AMIT BHAGAT	5800	0.09	-	5800	0.09	-	-
8	DARSHAN A BHAGAT	2700	0.04	-	2700	0.04	-	-
9	DARSHAN BHAGAT	2600	0.04	-	2600	0.04	-	-
10	MITESH A JAIN	800	0.01	-	800	0.01	-	-
11	KIRAN J MISTRY	100	0.00	-	100	0.00	-	-
12	MITESH P JAIN	100	0.00	-	100	0.00	-	-
13	GNANESH BHAGAT HUF	0.00	0.00	-	10500	0.16	-	0.16

### C) Change in Promoters' Shareholding:

Sr. No	Name of the PROMOTER- RAJENDRA DAHYABHAI BHAGAT	Shareholding at the beginning of the year 2014-15		Cumulative Shareholding during the year 2014-15	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year i.e. 01 <sup>st</sup> April, 2014	662800	9.86	662800	9.86
	+ INCREASE in shareholding as on 19/01/2015 ( Acquisition)	139000	2.07	801800	11.93
	At the end of the year i.e. 31 <sup>st</sup> March, 2015	-	-	801800	11.93



## REDEX PROTECH LIMITED

Sr. No	Name of the PROMOTER- GNANESH RAJENDRABHAI BHAGAT	Shareholding at the beginning of the year 2014-15		Cumulative Shareholding during the year 2014-15	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	At the beginning of the year i.e. 01 <sup>st</sup> April, 2014	279000	4.15	279000	4.15
	+ INCREASE in shareholding as on 12/01/2015 ( Acquisition)	68150	1.02	347150	5.17
	At the end of the year i.e. 31 <sup>st</sup> March, 2015	-	-	347150	5.17

Sr. No	Name of the PROMOTER- VIKRAM DAHYABHAI BHAGAT	Shareholding at the beginning of the year 2014-15		Cumulative Shareholding during the year 2014-15	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	At the beginning of the year i.e. 01 <sup>st</sup> April, 2014	220600	3.28	220600	3.28
	+ INCREASE in shareholding as on 19/02/2015 ( Acquisition)	34685	0.52	255285	3.80
	At the end of the year i.e. 31 <sup>st</sup> March, 2015	-	-	255285	3.80



## REDEX PROTECH LIMITED

Sr. No	Name of the PROMOTER- HANSABEN RAJENDRABHAI BHAGAT	Shareholding at the beginning of the year 2014-15		Cumulative Shareholding during the year 2014-15	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4	At the beginning of the year i.e. 01 <sup>st</sup> April, 2014	125300	1.86	125300	1.86
	+ INCREASE in shareholding AS ON 25/02/2015 (Acquisition)	36,165	0.54	161465	2.4
	+ INCREASE in shareholding AS ON 12/03/2015 (Acquisition)	7500	0.11	168965	2.51
	At the end of the year i.e. 31 <sup>st</sup> March, 2015	-	-	168965	2.51

Sr. No	Name of the PROMOTER- ANGANA GNANESH BHAGAT	Shareholding at the beginning of the year 2014-15		Cumulative Shareholding during the year 2014-15	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	At the beginning of the year i.e. 01 <sup>st</sup> April, 2014	125000	1.86	125000	1.86
	+ INCREASE in shareholding AS ON 28/01/2015 (Acquisition)	39000	0.58	164000	2.44
	At the end of the year i.e. 31 <sup>st</sup> March, 2015	-	-	164000	2.44



## REDEX PROTECH LIMITED

Sr. No	Name of the PROMOTER- GNANESH BHAGAT HUF	Shareholding at the beginning of the year 2014-15		Cumulative Shareholding during the year 2014-15	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6	At the beginning of the year i.e. 01 <sup>st</sup> April, 2014	-	-	-	-
	+ INCREASE in shareholding AS ON 27/02/2015 (Acquisition)	5,000	0.07	5,000	0.07
	+ INCREASE in shareholding AS ON 10/03/2015 (Acquisition)	5500	0.09	10500	0.16
	At the end of the year i.e. 31 <sup>st</sup> March, 2015	-	-	10500	0.16

NOTE: There is 'No Change' in the shareholding of the Promoters other than mentioned above.

#### D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of the Shareholder	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	I LESH R. PATEL	1/4/2014	At the beginning of	202150	3.01	202150	3.01



## REDEX PROTECH LIMITED

		the year					
	08/01/2015	Sold	(134000)	(2)	68150	1.01	
	12/01/2015	Sold	(68150)	(1.01)	-	-	
	31/3/2015	At the end of the year			-	-	
2	ENAM SHARES AND SECURITIES PRIVATE LTD	1/4/2014	At the beginning of the year	185000	2.75	185000	2.75
	31/3/2015	At the end of the year	-	-	185000	2.75	
3.	DHWANI PRASHANT DAVE	1/4/2014	At the beginning of the year	147700	2.20	147700	2.20
	30/1/2015	Acquire	8496	0.12	156196	2.32	
	31/3/2015	At the end of the year			156196	2.32	
4.	PATEL RAMESH BHAI	1/4/2014	At the beginning of the year	139500	2.08	139500	2.08
	05/02/2015	Sold	(5500)	(0.09)	134000	1.99	
	10/03/2015	Sold	(1,34,000)	(1.99)	-	-	
	31/3/2015	At the end of the year			-	-	
5	ARPITA BIREN SHAH	1/4/2014	At the beginning of the year	139500	2.08	139500	2.08
	02/01/2015	Acquire	134000	1.99	273500	4.07	
	31/3/2015	At the end of the year			273500	4.07	
6.	GITA RAMESH DALAL	1/4/2014	At the beginning of the year	139450	2.07	139450	2.07
	08/01/2015	Acquire	134000	2	273450	4.07	
	31/3/2015	At the end of the year			273450	4.07	



## REDEX PROTECH LIMITED

7.	<b>BIPINCHANDRA NAVNITLAL SHAH</b>	1/4/2014	At the beginning of the year	139450	2.07	139450	2.07
		05/02/2015	Acquire	134000	1.99	273450	4.06
		31/3/2015	At the end of the year			273450	4.06
8	<b>PREMAL P.JHAVERI</b>	1/4/2014	At the beginning of the year	139400	2.08	139400	2.08
		25/02/2015	Sold	(36165)	(0.54)	103235	1.54
		02/03/2015	Sold	(103235)	(1.54)	-	-
		31/3/2015	At the end of the year			-	-
9	<b>ASHESHBHAI DILIPBHAI SHAH HUF</b>	1/4/2014	At the beginning of the year	139400	2.07	139400	2.07
		09/02/2015	Acquire	131500	2	273400	4.07
		31/3/2015	At the end of the year	-	-	273400	4.07
10.	<b>JHAVERI PARTHIV PANKAJ</b>	1/4/2014	At the beginning of the year	139000	2.07	139000	2.07
		19/01/2015	Sold	(139000)	(2.07)	-	-
		31/3/2015	At the end of the year			-	-
11	<b>AAA GLOBAL ASSETS LLP</b>	1/4/2014	At the beginning of the year	160890	2.39	160890	2.39
		30/12/2014	Acquire	6429	0.1	167319	2.49
		23/01/2015	Acquire	1,00,000	1.49	267719	3.98



## REDEX PROTECH LIMITED

		31/3/2015	At the end of the year	-	-	267719	3.98
12	TANMAY ANIRUDDH BHAI SONI	1/4/2014	At the beginning of the year	138900	2.07	138900	2.07
		19/02/2015	Sold	(34685)	(0.52)	104215	1.55
		31/3/2015	At the end of the year	-	-	104215	1.55

*Consolidated position of each shareholder is shown holding shares in multiple schemes under Common PAN.*

### E) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Director and Key Managerial Personnel	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	MR. VIKRAM DAHYABHAI BHAGAT (MANAGING DIRECTOR)	1/4/2014	At the beginning of the year	220600	3.28	220600	3.28
		19/02/2015	Acquisition	34685	0.52	255285	3.80
		31/3/2015	At the end of the year	-	-	255285	3.80
2.	MR. JAYPRAKASH BIMASHANKAR SHARMA (INDEPENDENT DIRECTOR)	1/4/2014	At the beginning of the year	-	-	-	-
		31/3/2015	At the end of the year	-	-	-	-
3.	MR. HIRENBHAI PRAMUKHRAI PATEL (INDEPENDENT DIRECTOR)	1/4/2014	At the beginning of the year	-	-	-	-
		31/3/2015	At the end of the year	-	-	-	-





## REDEX PROTECH LIMITED

4.	MRS. ANGANA BHAGAT (DIRECTOR)	1/4/2014	At the beginning of the year	125000	1.86	125000	1.86
		28/01/2015	Acquisition	39000	0.58	164000	2.44
		31/3/2015	At the end of the year	-	-	164000	2.44
5	KMP - MR. VIKRAM DAHYABHAI BHAGAT (CFO)	1/4/2014	At the beginning of the year	220600	3.28	220600	3.28
		19/02/2015	Acquisition	34685	0.52	255285	3.80
		31/3/2015	At the end of the year	-	-	255285	3.80



## REDEX PROTECH LIMITED

F) **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>	NIL	17,83,005	NIL	17,83,005
<b>i) Principal Amount</b>	NIL	NIL	NIL	NIL
<b>ii) Interest due but not paid</b>	NIL	NIL	NIL	NIL
<b>iii) Interest accrued but not due</b>	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	NIL	17,83,005	NIL	17,83,005
<b>Change in Indebtedness during the financial year</b>				
<b>* Addition</b>	NIL	NIL	NIL	NIL
<b>* Reduction</b>	NIL	4,00,000	NIL	4,00,000
<b>Net Change</b>	NIL	4,00,000	NIL	4,00,000
<b>Indebtedness at the end of the financial year</b>	NIL	NIL	NIL	NIL
<b>i) Principal Amount</b>	NIL	13,83,005	NIL	13,83,005
<b>ii) Interest due but not paid</b>	NIL	NIL	NIL	NIL
<b>iii) Interest accrued but not due</b>	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	NIL	13,83,005	NIL	13,83,005



## REDEX PROTECH LIMITED

### IV. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		MR. VIKRAM DAHAYABHAI BHAGAT  MANAGING DIRECTOR	
1	Gross salary	N.A	N.A
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A	N.A
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	N.A
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	N.A	N.A
2	Stock Option	N.A	N.A
3	Sweat Equity	N.A	N.A
4	Commission - as % of profit	N.A	N.A
5	Others, please specify	N.A	N.A
	<b>Total (A)</b>	N.A	N.A
	<b>Ceiling as per the Act</b>	71,721/-	71,721/-



## REDEX PROTECH LIMITED

### B. Remuneration to other directors

#### 1. Independent Director

Sr. No.	Particulars of Remuneration	Name of Director		Total Amt
		MR. JAYPRAKASH BIMASHANKAR SHARMA	MR. HIRENBHAI PRAMUKHRAY PATEL	
	-Fee for attending Board / Committee meetings (in Rs.)	-	-	-
	- Commission	-	-	-
	- Others, please specify	-	-	-
	<b>TOTAL (B1)</b>	-	-	-

#### 2. Other Non-Executive Directors

Sr. No.	Particulars of Remuneration	Name of Director	Total Amt
		<b>MRS. ANGANA BHAGAT</b>	
	-Fee for attending Board / Committee meetings (in Rs.)	-	-
	- Commission	-	-
	- Others, please specify	-	-
	<b>TOTAL (B2)</b>	-	-
	<b>TOTAL B = B(1) + B(2)</b>		-
	<b>TOTAL MANAGERIAL REMUNERATION</b>		-
	<b>OVERALL CEILING AS PER ACT</b>		14344/-



## REDEX PROTECH LIMITED

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

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



## REDEX PROTECH LIMITED

### V. 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					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

Place: AHMEDABAD  
Date: 12/08/2015

BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, REDEX PROTECH LIMITED



MR. VIKRAM BHAGAT  
Mg. Director  
(DIN: 00114739)



**. ANNEXURE III**

**SECRETARIAL AUDIT REPORT**

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

**FOR THE FINANCIAL YEAR ENDED AS ON 31<sup>ST</sup> MARCH, 2015**

To,  
The Members,  
**REDEX PROTECH LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S REDEX PROTECH 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 our verification of the **M/S REDEX PROTECH LIMITED** (books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>ST</sup> MARCH, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/S REDEX PROTECH LIMITED** for the financial year ended on 31<sup>ST</sup> MARCH, 2015 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;



- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 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) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- VI. We have also examined the provisions of the Indian contract Act, 1872, which is only other specific law applicable to the company.

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

- I. Secretarial Standards issued by The Institute of Company Secretaries of India - Not applicable in financial year 2014-15.





- II. The Listing Agreements entered into by the Company with BSE Limited & Ahmedabad stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. *Company is yet to comply with Clause 47(a) of Listing Agreement i.e. Compliance Officer needs to be Company Secretary.*
2. *Company is not in compliance with Pursuant to Section 203 (1) (ii) of Company's Act, 2013.*
3. *Company is also listed on Ahmedabad Stock Exchange (ASE) but no statutory compliance have been done with the Ahmedabad stock Exchange pursuant to Listing Agreement, Depositories Act and any other compliance as required to be done with the said Stock Exchange.*
4. *Company is yet to comply with the section 138 of the Companies Act, 2013 i.e. Internal Auditor needs to be appointed to conduct the internal audit of the functions and activities of the company.*

**We further report that**

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

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

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

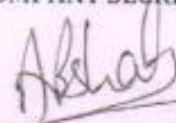


We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period in the company, there has been no material discrepancy found in the business and no specific change in the nature of the Business.

PLACE: AHMEDABAD  
DATE: 12/08/2015

FOR, A. SHAH & ASSOCIATES  
PRACTISING COMPANY SECRETARIES



MR. ANISH SHAH  
PROPRIETOR  
FCS No: 4713  
C P No.: 6560



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

### Annexure A

To,

The Members

M/S REDEX PROTECH LIMITED  
A/5, JAYMANGAL HOUSE,  
OPP. SAKAR-I, NEHRU BRIDGE,  
ASHRAM ROAD,  
AHMEDABAD - 380009

Our Report of even date is to be read with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. 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, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

PLACE: AHMEDABAD  
DATE: 12/08/2015

FOR, A. SHAH & ASSOCIATES  
PRACTISING COMPANY SECRETARIES

*Anish Shah*

MR. ANISH SHAH  
PROPRIETOR  
FCS No: 4713  
C P No.: 6560



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# REDEX PROTECH LIMITED

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## Annexure IV

### **NOMINATION AND REMUNERATION POLICY**

#### **INTRODUCTION:**

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

#### **CONSTITUTION OF COMMITTEE:**

The Board of Directors of the Company (the Board) constituted the committee to be known as the Nomination and Remuneration Committee consisting of three non-executive directors out of which not less than one-half are independent directors. The Chairman of the Committee is an Independent Director. However, the chairperson of the company (whether executive or nonexecutive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee."

#### **OBJECTIVE**

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement and Guidelines of Reserve Bank of India. The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees. The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- 1.3. Formulation of criteria for evaluation of Independent Director and the Board.
- 1.4. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.5. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.



## REDEX PROTECH LIMITED

1.6. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

1.7. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

1.8. To develop a succession plan for the Board and to regularly review the plan.

1.9. To assist the Board in fulfilling responsibilities. 1.10 To Implement and monitor policies and processes regarding principles of corporate governance.

### **APPLICABILITY:**

- a) Directors (Executive and Non Executive)
- b) Key Managerial Personnel
- c) Senior Management Personnel

### **DEFINITION**

"Act" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

"Board" means Board of Directors of the Company.

"Directors" mean Directors of the Company.

"Key Managerial Personnel" means

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. Such other officer as may be prescribed.

"Senior Management" means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

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

#### **Appointment Criteria and Qualifications**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.



## REDEX PROTECH LIMITED

b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

### **1. Term / Tenure:**

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

### **B) Independent Director:**

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

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

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

### **1. Evaluation**

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

a) Removal Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior



## REDEX PROTECH LIMITED

Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

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

### **POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL**

#### **1. Remuneration to Managing/Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**

The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

#### **2. Remuneration to Non- Executive / Independent Director:**

No remuneration / compensation / commission is given to the Non-Executive Independent Director of the company.

### **DUTIES IN RELATION TO NOMINATION MATTERS**

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation
- Determining the appropriate size, diversity and composition of the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.



## REDEX PROTECH LIMITED

- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board.

### DUTIES IN RELATION TO REMUNERATION MATTERS:

The duties of the Committee in relation to remuneration matters include:

- Considering and determining the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- Approving the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company. Delegating any of its powers to one or more of its members or the Secretary of the Committee. Considering any other matters as may be requested by the Board.

### REVIEW AND AMENDMENTS:

- i. The NRC or the Board may review the Policy as and when it deems necessary.
- ii. The NRC may issue the guideline, procedures, formats, reporting mechanism and manual in supplement and better implementation to this policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the NRC or by the Board and as when required and also by the Compliance Officer where there is any statutory change necessitating the change in the policy.

Place: AHMEDABAD  
Date: 12/08/2015

BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, REDEX PROTECH LIMITED



MR. VIKRAM BHAGAT  
Mg. Director  
(DIN: 00114739)





# REDEX PROTECH LIMITED

## Annexure - V

### FORM NO. AOC-2

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

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

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sr. No.	Particulars	Details
a.	Name (s) of the related party & nature of relationship	<b>Name: CHAMPABEN BHAGAT EDUCATION TRUST</b> <b>Nature of relationship:</b> Trustee (MR. GNANESH BHAGAT ) is a Brother of MR. VIKRAM BHAGAT, Directors of the Company.
b.	Nature of contracts/arrangements/transaction	Rent Agreement
c.	Duration of the contracts/arrangements/transaction	01/04/2011 to 31/03/2017
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	Company would pay rent of Rs. 2,45,000/- Per month
e.	Date of approval by the Board	28/05/2014
f.	Amount paid as advances, if any	N.A

Place: AHMEDABAD

Date: 12/08/2015

BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, REDEX PROTECH LIMITED



MR. VIKRAM BHAGAT  
Mg. Director  
(DIN: 00114739)



# REDEX PROTECH LIMITED

## Annexure - VI

(Pursuant to sub-section (2) of section 186 of the Act and Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014.)

### Details of Loans:

Sr. No	Date of making loan	Details of Borrower	Amount	Purpose for which the loan is to be utilized by the recipient	Time period for which it is given	Date of BR	Date of SR (if reqd)	Rate of Interest	Security
N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A		

### Details of Investments:-


Sr. No	Date of investment	Details of Investee	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd)	Expected rate of return
N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

### Details of Guarantee / Security Provided:

Sr. No	Date of providing security/guarantee	Details of recipient	Amount	Purpose for which the security/guarantee is proposed to be utilized by the recipient	Date of BR	Date of SR (if any)	Commission
N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

Place: AHMEDABAD  
Date: 12/08/2015

BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, REDEX PROTECH LIMITED



MR. VIKRAM BHAGAT  
Mg. Director  
(DIN: 00114739)



## REDEX PROTECH LIMITED

### Annexure VII

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

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

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial year 2014-15 (Rs. in crore)	% increase in Remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director / to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	MR. VIKRAM DAHYABHAI BHAGAT (MANAGING DIRECTOR)	N.A	N.A	N.A	N.A
2	MR. JAYPRAKASH BIMASHANKAR SHARMA (INDEPENDENT DIRECTOR)	N.A	N.A	N.A	N.A
3	MR. HIRENBHAI PRAMUKHRAY PATEL (INDEPENDENT DIRECTOR)	N.A	N.A	N.A	N.A
4	MRS. ANGANA BHAGAT (NON - EXECUTIVE DIRECTOR)	N.A	N.A	N.A	N.A

- (ii) The median remuneration of employees of the Company during the financial year was Rs. 93,035/-



## REDEX PROTECH LIMITED

- (iii) In the Financial year, there was an increase of 7.80% in the median remuneration of employees;
- (iv) There were 1 permanent employee on the rolls of Company as on March 31, 2015;
- (v) Relationship between average increase in remuneration and company performance:- The Profit before Tax for the financial year ended March 31, 2015 increased by 1.23 % whereas the increase in median remuneration was 7.80 %;
- (vi) Remuneration was in line with the performance of the Company.
- (vii) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:
  - a) Variations in the market capitalization of the Company: The market capitalization as on March 31, 2015 was Rs. 3,36,05,750 (Rs. 4,03,26,900 as on March 31, 2014).
  - b) Price Earnings ratio of the Company was 23.81 as at March 31, 2015 and was 27.27 as at March 31, 2014.
  - c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year- The Company had come out with initial public offer (IPO) in 1994 with a Rs. 5/-. The closing price of the Company's equity shares on the BSE as on March 31, 2015 was Rs. 5/-, representing a 50% (BSE) decrease compare to IPO price.
- (viii) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year i.e. 2014-15 was 7.80 % whereas the increase or decrease in the managerial remuneration for the same financial year was NIL.
- (ix) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- (x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year - Not Applicable; and

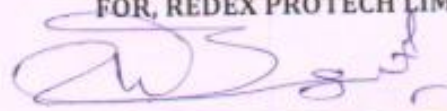


## REDEX PROTECH LIMITED

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

Place: AHMEDABAD  
Date: 12/08/2015

BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, REDEX PROTECH LIMITED



MR. VIKRAM BHAGAT  
Mg. Director  
(DIN: 00114739)



# REDEX PROTECH LIMITED

## REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

### COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate Governance helps to enhance stakeholders' value by focusing on long-term value creation without compromising on integrity, social obligations and regulatory compliances.

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with our stakeholders, consumers, employees and the community at large.

The Board of Directors represents the interest of the Company's stakeholders, for optimizing long-term value by way of providing necessary guidance and strategic vision to the Company. The Board also ensures that the Company's management and employees operate with the highest degree of ethical standards.

#### **I. Board of Directors**

##### **A. BOARD OF DIRECTORS:**

The names and category of Directors on the Board, their attendance at the Board meetings held during the year and also at the last Annual General Meeting, the number of Directorships held by them in other companies as on 31<sup>st</sup> March, 2015 are given below:

Name of Director	Category	No. of Board Meeting	Attended	Last AGM Attendance
MR. VIKRAM DAHYABHAI BHAGAT	MANAGING DIRECTOR	4	4	YES
MR. JAYPRAKASH BIMASHANKAR SHARMA	INDEPENDENT DIRECTOR	4	4	YES



## REDEX PROTECH LIMITED

MR. HIRENBHAI PRAMUKHRAI PATEL	INDEPENDENT DIRECTOR	4	4	YES
*MRS. ANGANA BHAGAT	NON - EXECUTIVE DIRECTOR	4	2	YES (AS A MEMBER)

**\* Appointed w.e.f. 30<sup>th</sup> September, 2014.**

Four Board Meetings were held during the year and the gap between two meetings did not exceed One Hundred Twenty Days. The dates on which the said meetings were held:

May 28, 2014, August 12, 2014, November 14, 2014 & February 14, 2015.

None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors. The number of Directorships held by them in other companies as on 31<sup>st</sup> March, 2015 is given below:

Name of Director	Other Directorship (No. of Company)
MR. VIKRAM DAHYABHAI BHAGAT	NIL
MR. JAYPRAKASH BIMASHANKAR SHARMA	NIL
MR. HIRENBHAI PRAMUKHRAI PATEL	NIL
*MRS. ANGANA BHAGAT	1

**B. INDEPENDENT DIRECTOR:**

None of the Director of the Company is on the Board of more than 7 listed companies as an Independent Director. Further, none of the Director of the Company is acting as a Whole Time Director of any listed company as well as Independent Director in more than 3 listed companies.

None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors.



## REDEX PROTECH LIMITED

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder and Clause 49 of the Listing Agreement, all the independent directors of the Company met once during a year, without the attendance of non-independent directors and members of the Management.

### **C. PERFORMANCE EVALUATION:**

On the bases of performance evaluation criteria laid down by the Nomination and Remuneration Committee & Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, overall performance and contribution of independent directors and board as whole is evaluated by the board of directors of the company at its meeting held on 9<sup>TH</sup> FEBRUARY, 2015 and framed the opinion that all the independent directors as well executive and non-executive directors have performed their duty satisfactorily and making their best efforts for the advancement of the company.

### **D. CODE OF CONDUCT:**

The Board has laid down code of conduct for all Board Members and Senior Managerial Personnel of the Company. The Code of Conduct is available on the website of the Company at [www.redexprotech.com](http://www.redexprotech.com)

All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct and a Declaration signed by MR. VIKRAM BHAGAT, MANAGING DIRECTOR and CFO of the company according compliance of sub-Clause (II) (E) of Clause 49 of the listing Agreement is attached herewith forming part of his Annual Report.

### **II. AUDIT COMMITTEE:**

The Audit Committee comprises of 3 members out of which 2 are Non-Executive independent directors. Accordingly, the Company has complied with the requirements of Clause 49 (III) (A) of the Listing Agreement relating to composition of Audit Committee.

The terms of reference of the Audit Committee includes following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;





## REDEX PROTECH LIMITED

- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;



## REDEX PROTECH LIMITED

- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as provided in Clause 49 (VII) of the Listing Agreement.

Additionally, the Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Committee met 19 times during the year 2014-15 and the attendance of members at the meetings was as follows:



## REDEX PROTECH LIMITED

Name of Member	Category	Status	No. of Meetings attended /held
Mr. Hirenbhai Patel	Non Executive-Independent	Chairman	19/ 19
Mr. Jayprakash Sharma	Non Executive - Independent	Member	19/ 19
Mr. Vikram Bhagat	Managing Director	Member	19/ 19

The Audit Committee has reviewed financial condition and results of operations forming part of the management discussion and analysis, statement of significant related party transactions as submitted by the management, and other information as mentioned in para III (E) of Clause 49 of the Listing Agreement.

The Chairman of the Audit Committee of the Company was present at the last Annual General Meeting of the Company held on September 30, 2014.

### III. NOMINATION AND REMUNERATION COMMITTEE:

In compliance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board in its meeting held on 12<sup>TH</sup> AUGUST, 2014 has reconstituted the "Nomination and Remuneration Committee."

The Nomination and Remuneration Committee comprises of 3 Non-Executive Directors out of which 2 are independent directors. The Chairman of the Committee is an Independent Director. Accordingly, the Company has complied with the requirements of Clause 49 (IV) (A) of the Listing Agreement relating to composition of Nomination and Remuneration Committee.

The terms of reference of the Committee inter alia, include the following:

- a) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- b) To carry out evaluation of every director's performance.
- c) To formulate criteria for determining qualification, positive attributes & Independence of director.
- d) To recommend to board policy relating to remuneration for the directors, KMP and employees.
- e) NRC shall while formulating policy ensure that,



## REDEX PROTECH LIMITED

- a. The level & composition of remuneration is reasonable & sufficient to attract, retain & motivate directors of the quality required to run the co. successfully
  - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
  - c. Remuneration to directors, KMP and senior management involve balance between fixed & incentive pay reflecting short and long-term performance objective appropriate to the working of the co. & its goals.
- f) To devise a policy on Board diversity;
- g) To perform any other functions as may be assigned to Committee by the Board from time to time.

The Committee of meeting held on 5<sup>TH</sup> October, 2014 during the year 2014-15 and the attendances of members at the meetings were as follows:

Name of Member	Category	Status	No. of Meetings attended /held
Mr. Hirenbhai Patel	Non Executive-Independent	Chairman	1/1
Mr. Jayprakash Sharma	Non Executive-Independent	Member	1/1
MRS. ANGANA BHAGAT	Non Executive	Member	1/1

No sitting fees are paid to any Director.

In the interest of Shareholders and for betterment of the Company, Mr. Vikram Bhagat has waived off his managerial remuneration for Financial Year 2014-15. Therefore, No Remuneration was paid during the year 2014-15.

#### IV. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

In compliance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board in its meeting held on 28<sup>TH</sup> MAY, 2014 has constituted "Stakeholders' Relationship Committee".

The Stakeholders' Relationship Committee comprises of following members:



## REDEX PROTECH LIMITED

1. Mr. Hirenbhai Patel
2. Mr. Jayprakash Sharma

The role of the Committee is to hear the complaint and grievances of various securities holders so as ensure that timely relief is extended to securities holders including shareholders in respect of their complaint. Additionally the Committee also looks into the shareholders' complaints, if any, related to non-receipt of balance sheet, non-receipt of declared dividend, revalidation of dividend warrants etc. and redress the same expeditiously.

The Committee met Four times during the year 2014-15 and the attendance of members at the meetings was as follows:

Name of Member	Capacity	Status	No. of Meetings attended / held
Mr. Hirenbhai Patel	Non Executive-Independent	Chairman	4 / 4
Mr. Jayprakash Sharma	Non Executive-Independent	Member	4 / 4

All investors complains were received directly or indirectly by the company and are recorded on the same date of receipt and resolved immediately.

### V. SHAREHOLDERS' TRANSFER COMMITTEE:

The composition of Shareholders Transfer Committee was as follows:

- (i) Mr. Jayprakash Sharma - Chairman
- (ii) Mr. Hirenbhai Patel - Member

The Share received for transfer is approved on 15<sup>th</sup> and 30<sup>th</sup> of the each month and are given effect by the Registrar and Share Transfer Agent.

M/S. PURVA SHARE REGISTRY (INDIA) PRIVATE LIMITED was appointed as common Agent for electronic as well as physical share transfer work.

### VI. GENERAL BODY MEETING:

- a. The details of last 3 Annual General Meetings (AGMs) of the Company are as under:



## REDEX PROTECH LIMITED

Financial Year	Date	Time	Venue
2013-2014	30/09/2014	9:30 A.M.	A/6 JAYMANGAL HOUSE, SAKAR NEHRU BRIDGE, AHMEDABAD, GUJARAT - 380009
2012-2013	30/09/2013	11:00 A.M.	
2011-2012	28/09/2012	11.00 A.M.	

### Special Resolution in Last 3 AGMs:

- In AGM held on September 30, 2014, Two Special Resolutions were passed as under:
  - i. To borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from Company's Bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the Paid-up Share Capital of the Company and its Free Reserves, i.e. reserves not set apart for any specific purpose; provided that the total amount up to which monies may be borrowed by the Board of Directors and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 100 crores (Rupees Hundred crores).
  - ii. To give any loan to any Body Corporate(s)/Person(s), to give any guarantee or to provide any security in connection with a loan to any Body Corporate(s)/Person(s) and to acquire by way of subscription, purchase or otherwise, securities of any Body Corporate(s) and to decide limit up to which such investments in securities/loans/guarantees, that may be given or made, notwithstanding that any loan given to any Body Corporate(s)/Person(s), any guarantee given or any security provided in connection with a loan to any Body Corporate(s)/Person(s) and to acquire by way of subscription, purchase or otherwise, securities of any Body Corporate(s) may exceed 60% of the aggregate of the paid-up Share Capital and Free Reserves and Securities Premium Account; or 100% of its Free Reserves, whichever is higher at any point of time however, it shall not exceed beyond Rs. 50 crores at any point of time; on such terms and conditions, as the Board may think fit.



## REDEX PROTECH LIMITED

- In AGM held on September 30, 2013, no Special Resolution was passed.
- In AGM held on September 28, 2012, Special Resolution was passed as under:

"To reappoint Mr. Vikram D. Bhagat as the Managing Director of the Company for a period of 5 (Five) years w.e.f 01/04/2012 at a remuneration of Rs. 1,00,000/- P.M."

### VII. DISCLOSURES:

#### a) **Management Discussion and Analysis:**

Annual Report has a detailed chapter on Management Discussions and Analysis.

#### b) **Related Party Transaction:**

There were no transactions with related parties, which are not in the ordinary course of business and not on arm's length basis.

There were no materially significant related party transactions that may have potential conflict with the interests of company at large, during the year.

The Company has received representation from Senior Management personnel that there was no material significant financial and commercial transaction entered into by them along with their relative where they have personal interest that may have a potential conflict with the interest of the Company at large.

The company has formulated a policy on dealing with Related Party Transactions; such policy has been disclosed of the company's website [www.redexprotech.com](http://www.redexprotech.com)

#### c) **Accounting treatment:**

The company has followed accounting treatment as prescribed in Accounting Standard applicable to the company.

#### d) Neither any non-compliance nor any penalty, strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.



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## REDEX PROTECH LIMITED

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**e) Whistle Blower Policy (Vigil Mechanism):**

The Company established the Whistle Blower Policy (Vigil Mechanism). In line with the best Corporate Governance Practices; the Company has put in place a system through which the Directors or employees may report concerns about unethical and improper practices or Alleged Wrongful Conduct, without fear of reprisal. The functioning of the vigil mechanism is being monitored by the Audit Committee from time to time.

The details of Whistle Blower Policy have been disclosed on the company's website [www.redexprotech.com](http://www.redexprotech.com)

**VIII. MEANS OF COMMUNICATION:**

**a. Financial Results:**

The Results of the Company were displayed on web site [www.redexprotech.com](http://www.redexprotech.com) and the same were also submitted to the Stock Exchanges after the conclusion of the Board Meeting. The official news releases are being placed on Company's website and simultaneously sent to Stock Exchanges where the shares of the Company are listed.

**b. News, Release, Presentations etc.:**

Official news, releases, and presentation made to analysts, institutional investors etc. are displayed on the website of the Company [www.redexprotech.com](http://www.redexprotech.com)

**c. Website:**

Company's website [www.redexprotech.com](http://www.redexprotech.com) contains a separate dedicated section namely "Investors" where all information relevant to shareholders' is available. The Annual Report of the Company is also available on the website of the Company [www.redexprotech.com](http://www.redexprotech.com) in a downloadable form.

**IX. GENERAL SHAREHOLDER INFORMATION:**

**Annual General Meeting, Book Closure & Dividend Payment:**

The information of forthcoming Annual General Meeting, Book Closure and Dividend payment details have been provided in the Notice of Annual General Meeting enclosed along with this Annual Report.

**Financial Calendar:**

Financial Year: 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2015.





## REDEX PROTECH LIMITED

### Financial Results:

Annual Results	:	by 28 <sup>th</sup> May, 2014
First Quarter Results	:	by 12 <sup>th</sup> August, 2014
Half Year Results	:	by 14 <sup>th</sup> November, 2014
Third Quarter Results	:	by 9 <sup>th</sup> February, 2015

### Listing:

At present, the equity shares of the Company are listed on the BSE Limited (BSE) and the Ahmedabad Stock Exchange (ASE).

Name of Stock Exchange	Stock Code
BSE Limited	523650
Ahmedabad Stock Exchange (ASE)	49080

The Company has already paid the listing fees for the year 2015-16 to the Stock Exchange.

### Dividend Payment:

With a view to enlarge the business operations of the Company, the directors did not recommend the Dividend during the year under review.

### MARKET PRICE DATA AT BOMBAY STOCK EXCHANGE LIMITED:

MONTH	HIGH (RS.)	LOW (RS.)
April, 2014	6	5.95
May, 2014	5.95	5.9
June, 2014	6.4	5.98
July, 2014	5.42	5.69
August, 2014	7.23	5.97
September, 2014	7	6.57
October, 2014	7.56	6.2
November, 2014	6.47	5.61
December, 2014	6.81	4.9
January, 2015	6.3	6
February, 2015	6.94	6
March, 2015	6.3	4.46



## REDEX PROTECH LIMITED

### REGISTRAR AND SHARE TRANSFER AGENT:

**M/S. PURVA SHARE REGISTRY (INDIA) PVT. LTD**

9 - SHIV SHAKTI INDUSTRIAL ESTATE,  
GROUND FLOOR, J R BORICHA MARG,  
OPP, KASTURBA HOSPITAL,  
LOWER PAREL,  
MUMBAI-400011

**Contact No.:** 91-22-2301 6761 / 8261

**FAX:** 91-22-2301 2517

**Mail ID:** busicomp@vsnl.com

### SHARE TRANSFER SYSTEM:

The share transfer work is handled by registrar and transfer agent for the company. Share Transfers are registered and dispatched within a period of thirty days from the date of the lodgments if the transfer documents are correct and valid in all respects. The Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities as per the requirement of Clause 47 (c) of the Listing Agreement of the Stock Exchanges. These certificates have been submitted to the Stock Exchanges.

### Distribution Pattern as on the 31<sup>st</sup> March, 2015:

Particulars	No of Shares	Percentage
Promoters and Relatives	1812200	26.96
Banks/ FII/ FI	1700	0.03
Public	3787871	56.21
Body Corporate	582869	8.67
NRI	248300	3.69
HUF	288210	4.44
<b>Total</b>	<b>248300</b>	<b>100</b>

### Dematerialization of Shares and Liquidity

4079550 shares constituting (60.70 %) of total number of shares of the Company are in electronic form as on March 31, 2015.

**ISIN No.: (For Dematerialized Shares) :** INE823D01011

The Company has no GDRs/ADRs/Warrants/Convertible Instruments outstanding as on March 31, 2015.



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## REDEX PROTECH LIMITED

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Address for Correspondence

: A/6 JAYMANGAL HOUSE,  
SAKAR NEHRU BRIDGE,  
AHMEDABAD, GUJARAT - 380009

Place: AHMEDABAD  
Date: 12/08/2015

BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, REDEX PROTECH LIMITED



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MR. VIKRAM BHAGAT  
Mg. Director  
(DIN: 00114739)



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# REDEX PROTECH LIMITED

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## MANAGEMENT DISCUSSION AND ANALYSIS

### 1. Overall Review:

The overall performance during the financial year 2014-15 has been satisfactory.

### 2. Financial Review:

Total turnover for the year ended 31<sup>st</sup> March, 2015 was reduced to Rs. 1.88 lacs. This decrease is due to slow down market in the field of trading in fire protection Equipments business.

### 3. Internal Control System and their adequacy:

Considering the size of the company, your company has adequate system of internal control to provide reasonable assurance that assets are safeguarded and protected from unauthorized use or deposition.

### 4. Business Environment:

The Performance of the company for the year under review was satisfactory.

### 5. Risk and Concern:

The building, plant and machinery, vehicle and stocks of the company are adequately insured.

### 6. Cautionary Statement:

Statements in this report on management Discussion and analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially from those expressed or implied. Important factors that could make a different to the Company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations. The



## REDEX PROTECH LIMITED

Company assumes no responsibilities in respect of forward looking statements which may be amended or modified in future on the basis of subsequent developments, information of event.

Place: AHMEDABAD  
Date: 12/08/2015

BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, REDEX PROTECH LIMITED



MR. VIKRAM BHAGAT  
Mg. Director  
(DIN: 00114739)



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## REDEX PROTECH LIMITED

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### CEO / CFO CERTIFICATION

To,  
The Board of Directors,  
**REDEX PROTECH LIMITED,**  
AHMEDABAD

I, **MR. VIKRAM BHAGAT**, Managing Director & CFO of the **REDEX PROTECH LIMITED** certify that:

1. I have reviewed the financial statements for the year and that to the best of my knowledge and belief:
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - b. These statements give a true and fair view of the state of affairs of the company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
2. These are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. I accept overall responsibility for the company's internal control system and financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal audit works with all the levels of management and statutory auditors and reports significant issues to the Audit Committee of the Board. The auditors and audit committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
4. I indicate to the auditors and to the audit committee:
  - a. Significant changes in internal control over financial reporting during the year.
  - b. Significant changes in accounting policies during the year;
  - c. Instances of significant fraud of which we have become aware of and which involve management or other employees who have significant role in the company's internal control system over financial reporting.



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## REDEX PROTECH LIMITED

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However, during the year there were no such changes or instances.

PLACE: AHMEDABAD  
DATE: 12/08/2015



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MR. VIKRAM BHAGAT  
(MD & CFO)  
(DIN: 00114739)



## REDEX PROTECH LIMITED

### DECLARATION BY THE CHAIRMAN & MANAGING DIRECTOR ABOUT CORPORATE GOVERNANCE

I, **MR. VIKRAM BHAGAT**, Managing Director & CFO of the **REDEX PROTECH LIMITED** hereby confirm pursuant to clause 49(1)(d) of the listing agreement that:

1. The Board of Directors of **REDEX PROTECH LIMITED** has laid down a code of conduct has been placed on the company's website.
2. All the members of the board as well as senior management personal have complied with the said code of conduct for the year ended 31<sup>st</sup> March 2015.

Place: AHMEDABAD  
Date: 12/08/2015

BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, REDEX PROTECH LIMITED



MR. VIKRAM BHAGAT  
(MD & CFO)  
(DIN: 00114739)





# ARVIND A. THAKKAR & CO

CHARTERED ACCOUNTANTS

Arvind A. Thakkar  
B.Com., F.C.A.

Phone : 079 - 27543655 / 50  
Ground Floor, Trupti Apartments,  
Behind Old High Court,  
Navrangpura, AHMEDABAD-380 009.  
Email : aathakkar47@gmail.com  
Mobile : 9825484365

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

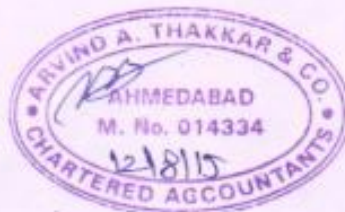
To  
The Members of  
**REDEX PROTECH LIMITED**

We have examined the compliance of the conditions of Corporate Governance by **REDEX PROTECH LIMITED** ('the Company') for the year ended March 31, 2015 as stipulated in Clause 49 of the Listing Agreement of the Company Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the 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 the opinion on the financial statements of the Company.

In our opinion and to the best of our information and 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.

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



FOR ARVIND A. THAKKAR & CO.  
CHARTERED ACCOUNTANTS

*A. A. Thakkar*  
A. A. THAKKAR  
(SOLE PROPRIETOR)

PLACE: AHMEDABAD  
DATE: 12/08/2015

Membership. No. 014334  
FRN No. : 0100571W

## ***INDEPENDENT AUDITOR'S REPORT ON FINANCIAL STATEMENT***

**To the Members of Redex Protech Limited**

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

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

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

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

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



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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flow for the year ended on that date.

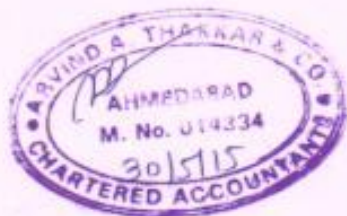
### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has not provided adequate information regarding pending litigations accordingly, we are not in position to comment on the impact of such litigations and impact there on its financial position and its financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, on long-term contracts.

Place : Ahmedabad  
Date : 30<sup>th</sup> May 2015



For, Arvind A Thakkar & Co  
Chartered Accountants  
Firm's Reg. No. 100571W

*Arvind Thakkar*  
Arvind Thakkar  
Proprietor  
Mem. No. 014334

## Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2015, we report that:

(i) In respect of Fixed Assets :

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, all the Assets have been physically verified by the management during the year and there is a regular program of verification, which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. However we are unable to comment on whether the material discrepancies were noticed on such verification, if any, have been dealt with or not.

(ii) In respect of Inventories :

As the company has not carried out any major commercial activity and it is largely catered to service activities the contents of the clause are not applicable.

(iii) In respect of the loans, secured or unsecured loan granted by the company to the Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act,

- (a) The Company has granted loans to 6 related parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

Balance Outstanding of Related Parties.

Name of Party	Nature of Transaction	As at March 31, 2015	As at March 31, 2014
Mr. Gnanesh R. Bhagat	Advance	8,96,000	8,96,000
Yash Systems (Prop. Gnanesh R. Bhagat)	Advance	13,42,613	13,42,613
Mrs. Angana G. Bhagat	Advance	1,91,34,228	1,91,34,228
Mr. Rajendra D. Bhagat	Advance	10,05,000	10,05,000
Yash Shelters Limited	Advance	50,61,250	56,31,250
Champaben Bhagat Education Trust	Receivable	29,00,117	8,21,862
Yash Bhagat Institute of Fire Training	Advance	57,000	57,000



(b) The company is not charging any interest on unsecured loans granted to companies, firms and other parties covered in the register maintained under section 189 of the Act. In our opinion other terms and conditions of loans granted by the company secured or unsecured are prima facie prejudicial to the interest of the company.

(c) As the company has not entered into any specific agreement for repayment of the principle and interest. In absence of the same neither we able to trace due date of payment nor comment of the same.

(iv) In respect of Internal Control

In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of services. During the course of audit we have not observed any major weakness in the internal control system during the course of the audit.

(v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from public. Therefore, the contents of the said clause are not applicable to the company.

(vi) The maintenance of cost records under section 148(1) Companies Act, 2013 has not been prescribed for the company. Hence, this clause is not applicable to the company.

(vii) In respect of statutory dues:

a) According to the information and explanations given to us, the company is regular in depositing undisputed statutory dues with the appropriate authorities during the year. Except that company has not paid professional tax of ₹ 22,696/- of previous year(s).

b) According to information and explanation given to us, no undisputed amounts payable in respect of Income tax, Duty of Excise, Duty of Custom and Service Tax along with cess on it. Accordingly contents of the sub clause are not applicable.

c) As company is not required to transfer any amount money to the Investor Education and Protection Fund the contents of the sub clause are not applicable.

(viii) The Company has accumulated book loss, however company has not incurred cash loss during the financial year and preceding previous year.

(ix) In our opinion and according to the information and explanations given to us, the company does not have outstanding loan from financial institution, bank or debenture holders, so the contents of the clause are not applicable.



- (x) In our opinion and according to the information given to us, company has not given any guarantee for loan taken by others from banks or financial institutions, contents of the clause are not applicable.
- (xi) The company did not have any term loan outstanding during the year, contents of the clause are not applicable to the company.
- (xii) According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Place : Ahmedabad  
Date : 30<sup>th</sup> May 2015

For, Arvind A Thakkar & Co  
Chartered Accountants  
Firm's Reg. No. 100571W



*Arvind Thakkar*  
Arvind Thakkar  
Proprietor  
Mem. No. 014334

Redex Protech Limited  
Balance Sheet as at March 31, 2015

(Currency: Indian Rupees ₹)

Particulars	Notes	As at March 31, 2015	As at March 31, 2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share capital	2	67,211,500	67,211,500
Reserves and surplus	3	(20,308,356)	(21,658,149)
		<b>46,903,144</b>	<b>45,553,351</b>
<b>Non-current liabilities</b>			
Long-term borrowings	4	1,383,005	1,783,005
Deferred tax liabilities (Net)	5	75,683	35,041
Other long term liabilities	6	733,171	862,180
Long-term provisions		-	-
		<b>2,191,859</b>	<b>2,680,226</b>
<b>Current liabilities</b>			
Short-term borrowings		-	-
Trade payables	7	-	13,271
Other current liabilities	8	31,559	24,315
Short-term provisions	9	434,961	396,730
		<b>466,520</b>	<b>434,316</b>
		<b>49,561,523</b>	<b>48,667,892</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed Assets</b>			
Tangible assets	10	16,873,397	17,358,773
Intangible assets		-	-
Capital work-in-progress		-	-
Intangible assets under development		-	-
		<b>16,873,397</b>	<b>17,358,773</b>
Non-current investments		-	-
Long-term loans and advances	11	29,711,471	30,305,884
Other non-current assets		-	-
		<b>29,711,471</b>	<b>30,305,884</b>
<b>Current assets</b>			
Current investments		-	-
Inventories		-	-
Trade receivables	12	2,900,118	821,862
Cash and cash equivalents	13	72,538	146,373
Short-term loans and advances	14	4,000	35,000
Other current assets		-	-
		<b>2,976,656</b>	<b>1,003,235</b>
		<b>49,561,523</b>	<b>48,667,892</b>
Summary of Significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

In terms of our report of even date attached.

For, Arvind A. Thakkar & Co  
Chartered Accountants  
Firm Regd. No.: 100571W

Arvind Thakkar  
Proprietor  
Membership No.: 014334

Place : Ahmedabad  
Date: 30th May 2015



For and on behalf of the Board of Directors

*[Signature]*  
Director

*[Signature]*  
Director

Place : Ahmedabad  
Date: 30th May 2015



Redex Protech Limited

Statement of Profit and Loss for the year ended March 31, 2015

(Currency: Indian Rupees ₹)

Particulars	Notes	Year ended March 31, 2015	Year ended March 31, 2014
<b>Continuing Operation</b>			
Revenue from operations (gross)	15	3,128,229	3,144,149
Less: Excise Duty		-	-
Revenue from operations (net)		3,128,229	3,144,149
Other income		-	-
<b>Total (I)</b>		<b>3,128,229</b>	<b>3,144,149</b>
<b>Expenses</b>			
Employee benefits expense	16	100,181	85,782
Finance costs	17	427	327
Depreciation and amortization expense	18	400,756	379,536
Other expenses	19	682,361	757,675
<b>Total (II)</b>		<b>1,183,725</b>	<b>1,223,320</b>
<b>Profit/(Loss) before tax (I-II)</b>		<b>1,944,504</b>	<b>1,920,829</b>
Extraordinary Items		-	-
<b>Profit/(Loss) before tax</b>		<b>1,944,504</b>	<b>1,920,829</b>
Tax Expenses		-	-
- Current Tax (current year 2013-14)		434,961	366,014
- MAT Credit Entitlement		34,488	(311,687)
- Current Tax (earlier year)		-	46,316
- Deferred Tax	20	40,642	312,437
		510,091	413,080
<b>Profit/(Loss) for the year from continuing operations</b>		<b>1,434,413</b>	<b>1,507,749</b>
Profit/(Loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
<b>Profit/(Loss) from discontinuing operations (after tax) (B)</b>		<b>-</b>	<b>-</b>
<b>Profit/(Loss) for the year (A+B)</b>		<b>1,434,413</b>	<b>1,507,749</b>
Earnings per equity share:	21		
Basic		0.21	0.22
Diluted		0.21	0.22
Summary of Significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

In terms of our report of even date  
For, Arvind A. Thakkar & Co  
Chartered Accountants  
Firm Regd. No.: 100571W

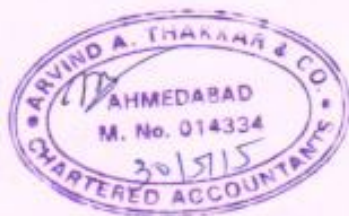
Arvind Thakkar  
Proprietor  
Membership No.: 014334

Place : Ahmedabad  
Date: 30th May 2015

For and on behalf of the Board of Directors  
Redex Protech Limited

Director Director

Place : Ahmedabad  
Date: 30th May 2015



Redex Protech Limited

Cash Flow Statement for the year ended March 31, 2015

(Currency: Indian Rupees ₹)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
<b>Cash Flow from Operating Activities</b>		
Net Profit before taxation & extra ordinary items	1,944,504	1,920,829
<u>Adjustments for:</u>		
Depreciation on fixed assets	400,756	379,536
<b>Operating Profit before Working Capital changes</b>	<b>2,345,260</b>	<b>2,300,365</b>
<u>Adjustments for:</u>		
(Increase) /Decrease in trade receivables	(2,078,256)	257,753
Increase/(Decrease) in provisions	38,231	(22,316)
<b>Cash Generated from Operations</b>	<b>305,235</b>	<b>2,492,899</b>
Income tax Provision	(434,961)	(412,330)
<b>Net Cash inflow from/(outflow) from Operating activities (A)</b>	<b>(129,726)</b>	<b>2,080,569</b>
<b>Cash Flow from Investing Activities</b>		
Increase/(Decrease) in liabilities	(135,035)	(90,423)
Purchase of investments	-	-
(Increase) /Decrease in Short term loans and advances	31,000	-
(Increase) /Decrease in long term borrowings	(400,000)	-
(Increase) /Decrease in Long term loans and advances	559,926	47,520
Purchase of fixed assets	-	(2,019,752)
Sale Proceeds from investments	-	-
Sale Proceeds from fixed assets	-	-
Interest received	-	-
Dividend received	-	-
<b>Net Cash inflow from/(outflow) from Investing activities (B)</b>	<b>55,891</b>	<b>(2,019,752)</b>
<b>Cash Flow from Financing Activities</b>		
Proceeds from issue of shares including premium	-	-
Repayment of borrowings	-	-
Loans & Advances Given	-	-
<b>Net Cash inflow from/(outflow) from Financing activities (C)</b>	<b>-</b>	<b>-</b>
<b>Net increase /(decrease) in cash and cash equivalents (A+B+C)</b>	<b>(73,835)</b>	<b>60,817</b>
Cash and Cash Equivalents at the beginning of the year	146,373	85,556
<b>Cash and Cash Equivalents at the closing of the year</b>	<b>72,538</b>	<b>146,373</b>

In terms of our report of even date

For, Arvind A. Thakkar & Co

Chartered Accountants

Firm Regd. No.: 100571W

Arvind Thakkar

Proprietor

Membership No.: 014334

Place : Ahmedabad

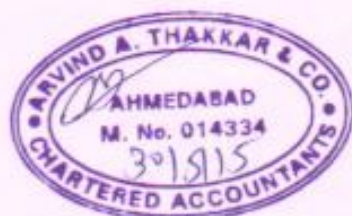
Date: 30th May 2015

For and on behalf of the Board of Directors

Redex Protech Limited

Director

Director



## REDEX PROTECH LIMITED

Notes to the financial statements for the year ended March 31, 2015

(Currency: Indian Rupees `)

### 1. Summary of Significant accounting policies

#### a) Basis of Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles of India. The Company has prepared these financial statements to comply in all material respects with the accounting standards prescribed under section 133 of the Companies Act, 2013 read with rule 7 (1) & (2) of Companies (Accounts) Rules, 2014, the relevant provisions of the Companies Act, 1956 (the Act). The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

The financial statements are presented in Indian rupees and rounded off to nearest Rupee unless otherwise stated.

#### b) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of financial statements which in management's opinion are prudent and reasonable. Actual results may differ from the estimates used in preparing the accompanying financial statements. Any revision to accounting estimates is recognised prospectively in current and future periods.

#### c) Fixed Assets / Intangible Assets

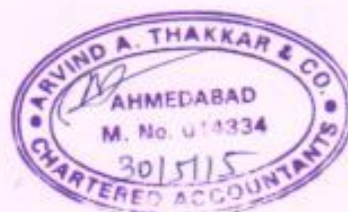
Fixed Assets are stated on cost less accumulated depreciation. The total cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the working condition for its intended

#### d) Depreciation

- Depreciation on fixed assets is provided on Straight Line Method on a pro rata basis over its economic useful lives, as prescribed under Schedule II of the Act.

Asset	Estimated Useful Life
Furniture	8
Electronic Installation	10

- Assets costing less than or equal to Rs. 5,000 are depreciated fully in the year of purchase.
- Additionally assets whose useful life as per Schedule II is lapsed, are fully depreciated during the current financial year.



## REDEX PROTECH LIMITED

Notes to the financial statements for the year ended March 31, 2015

(Currency: Indian Rupees ₹)

### Impairment of Assets

The Company assesses at each Balance Sheet date whether there is any indication that an asset or a group of assets (cash generating unit) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset or a group of assets. The recoverable amount of the asset (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Value in use is the present value of estimated future cash flow expected to arise from the continuing use of the assets and from its disposal at the end of its useful life.

If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

### e) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- *Service Income*

Service income is recognised as per the terms of the contract when the related services are rendered. It is stated net of service tax.

- *Interest income*

Interest income is recognized on time proportion basis.

- *Other Income*

Income from investment and other service income are accounted on accrual basis.

### f) Taxation

Income-tax expense comprises current tax, deferred tax charge or credit, minimum alternative tax (MAT).

#### *Current tax*

Provision for current tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the prevailing tax laws.

#### *Deferred tax*

Deferred tax liability or asset is recognized for timing differences between the profits/losses offered for income tax and profits/losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date.

Deferred tax asset is recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax asset is recognized only if there is a virtual certainty of realization of such



## REDEX PROTECH LIMITED

Notes to the financial statements for the year ended March 31, 2015

(Currency: Indian Rupees ₹)

asset. Deferred tax asset is reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realized.

### *Minimum alternative tax*

Minimum alternative tax (MAT) obligation in accordance with the tax laws, which give rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal tax during the specified period. Accordingly, it is recognized as an asset in the Balance Sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

### g) Borrowing Cost

Borrowing costs to the extent related/attribution to the acquisition/construction of assets that takes substantial period of time to get ready for their intended use are capitalized along with the respective fixed asset up to the date such asset is ready for use. Other borrowing costs are charged to the Statement of Profit and Loss.

### h) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share are calculated after adjusting effects of potential equity shares (PES). PES are those shares which will convert into equity shares at a later stage. Profit / loss is adjusted by the expenses incurred on such PES. Adjusted profit/loss is divided by the weighted average number of ordinary plus potential equity shares.

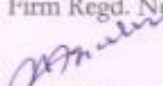
### i) Provisions and Contingencies

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present values and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

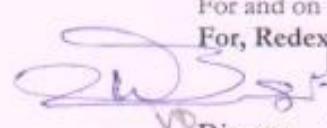
Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of future events not wholly within the control of the Company.

When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

For, Arvind A Thakkar & Co  
Chartered Accountants  
Firm Regd. No. 100571W

  
Arvind Thakkar  
Proprietor  
Mem. No. 014334  
Date :- 30<sup>th</sup> May 2015  
Place :- Ahmedabad

For and on behalf of Board of Directors of  
For, Redex Protech Limited

  
Director

  
Director



Redex Protech Limited

Notes to the financial statements for the year ended March 31, 2015

(Currency: Indian Rupees ₹)

Related Party disclosures under Accounting Standard

Related Party disclosures

i. List of related parties

Sr. No.	Name of the Party	Relationship
1	Mr. Gnanesh R. Bhagat	Key Management personnel
2	Yash Systems (Prop. Gnanesh R. Bhagat)	Key Management personnel
3	Mrs. Angana G. Bhagat	Key Management personnel
4	Mr. Rajendra D. Bhagat	Key Management personnel
5	Mr. Vikram D. Bhagat	Key Management personnel
6	Mr. Jayprakash B. Sharma	Key Management personnel
7	Mr. Hiren P. Patel	Key Management personnel
8	Yash Shelters Limited	Enterprise Controlled by Key Management Personnel
9	Champaben Bhagat Education Trust	Enterprise Controlled by Key Management Personnel
10	Yash Bhagat Institute of Fire Technology	Enterprise Controlled by Key Management Personnel
11	Yash Aqua Build LLP	Enterprise Controlled by Key Management Personnel

ii. Transactions with Related Parties :

Name of Party	Nature of Transaction	Year ended March 31, 2015	Year ended March 31, 2014
Mrs. Angana G. Bhagat	Advances	-	4,20,000
Yash Shelters Limited	Advances	(5,70,000)	(4,66,000)
Champaben Bhagat Education Trust	Borrowing	8,10,000	7,19,000
Champaben Bhagat Education Trust (College of Fire Technology)	Rent Income	2,50,782	29,40,000
Yash Aqua Build LLP	Advance	-	1,51,763



Redex Protech Limited

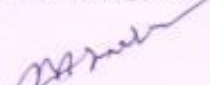
Notes to the financial statements for the year ended March 31, 2015

(Currency: Indian Rupees ₹)

iii. Balance Outstanding of Related Parties :

Name of Party	Receivable/ Payable	As at March 31, 2015	As at March 31, 2014
Mr. Gnanesh R. Bhagat	Receivable	8,96,000	8,96,000
Yash Systems (Prop. Gnanesh R. Bhagat)	Receivable	13,42,613	13,42,613
Mrs. Angana G. Bhagat	Receivable	1,91,34,228	1,91,34,228
Mr. Rajendra D. Bhagat	Receivable	10,05,000	10,05,000
Yash Shelters Limited	Receivable	50,61,250	56,31,250
Champaben Bhagat Education Trust	Receivable	29,00,118	8,21,862
Yash Bhagat Institute of Fire Technology	Receivable	57,000	57,000

In term of our report of even date attached  
For, Arvind A Thakkar & Co  
Chartered Accountants  
Firm's Reg. No. 100571W

  
Arvind Thakkar  
Proprietor  
Mem. No. 014334

Date : 30<sup>th</sup> May 2015  
Ahmedabad

For and an behalf of the Board of Directors of  
Redex Protech Limited

  
Director

  
Director



2 - Share capital

Particulars	As at	As at
	March 31, 2015	March 31, 2014
<b>Authorised shares</b> 7000000 (PY 7000000) equity Shares of Rs 10/- each	70,000,000	70,000,000
	70,000,000	70,000,000
<b>Issued, subscribed and fully paid-up shares</b> 6721150 (PY 6721150) equity Shares of Rs 10/- each	67,211,500	67,211,500
	67,211,500	67,211,500

Refer notes below

a. Information on shareholders - Holding more than 5% shares

Name of Shareholder	Relationship	As at March 31, 2015		As at March 31, 2014	
		No of Equity shares held	Percentage of Holding	No of Equity shares held	Percentage of Holding
Rajendra D. Bhagat	Key Management Personnel	662,800	9.86%	662,800	9.86%

Terms /rights attached to equity shares

The Company has one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.

b. Reconciliation of the shares outstanding

Particulars	Equity Shares		Equity Shares	
	As at March 31, 2015		As at March 31, 2014	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	6,721,150	67,211,500	6,721,150	67,211,500
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	6,721,150	67,211,500	6,721,150	67,211,500

c. As at 31 March, 2015 & As at 31st March, 2014 no shares were reserved for issuance towards outstanding employee stock options granted/available, outstanding share warrants and convertible securities/bonds/debentures

d. No equity shares have been allotted without receipt of cash or allotted as bonus shares or shares bought back

e. There is no calls unpaid both at the beginning or at the end of the year concerned

f. No shares have been forfeited during the year or prior period.





Redex Protech Limited

Notes on financial statements for the year ended March 31, 2015

(Currency: Indian Rupees ₹)

3 - Reserves and surplus

Particulars	As at March 31, 2015	As at March 31, 2014
<b>a. Securities Premium Account</b>		
Opening Balance	23,611,500	23,611,500
Add : Securities premium credited on Share issue	-	-
<u>Less : Premium Utilised for various reasons</u>		
Closing Balance	23,611,500	23,611,500
<b>b. Profit &amp; Loss Account</b>		
Opening balance	(45,269,649)	(46,777,398)
(+) Net Profit/(Net Loss) for the current year	1,434,413	1,507,748
(+/-) Adjustment *	(84,620)	-
Closing Balance	(43,919,856)	(45,269,649)
	(20,308,356)	(21,658,149)

4 - Long-term borrowings

Particulars	As at March 31, 2015	As at March 31, 2014
<b>UNSECURED</b>		
<b>Other loans and advances</b>		
Capital Consultancy	-	200,000
Neeldeep Exports Pvt. Ltd.	1,383,005	1,383,005
Shaileshbhai Mehta	-	200,000
	1,383,005	1,783,005



5 - Deferred tax (liability)/asset (Net)

The major components of deferred tax liability / asset as recognised in the financial statement is as follows:

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Deferred tax (liability)/assets</b>		
Excess of net block of fixed assets as per books of Others	(75,683)	(35,041)
<b>Gross deferred tax liability</b>	(75,683)	(35,041)
<b>Deferred tax asset</b>		
Others	-	-
Transferred to MAT Credit Entitlement	-	-
Carry forward business loss and unabsorbed depreciation	-	-
<b>Gross deferred tax asset</b>	-	-
<b>Net deferred tax Asset/(Liability)</b>	(75,683)	(35,041)

Deferred Tax Charge / (Credit) for the year

40,642

312437



Redex Protech Limited

Notes on financial statements for the year ended March 31, 2015

(Currency: Indian Rupees ₹)

6 - Other long-term liabilities

Particulars	As at March 31, 2015	As at March 31, 2014
Trade payables		
Acceptances		
- Due to Micro and Small Enterprises	-	-
- Other than Micro and Small Enterprises	733,171	862,180
	<b>733,171</b>	<b>862,180</b>

7 - Current liabilities

Trade payables

Particulars	As at March 31, 2015	As at March 31, 2014
Trade Payables *		
Acceptances		
- Due to Micro and Small Enterprises	-	-
- Other than Micro and Small Enterprises	-	13,271
	-	<b>13,271</b>

8 - Other current liabilities

Particulars	As at March 31, 2015	As at March 31, 2014
Statutory Remittances		
Unpaid Professional Tax	22,696	22,696
TDS Payable	1,143	1,619
Other Payables	7,720	-
	<b>31,559</b>	<b>24,315</b>



Redex Protech Limited

Notes on financial statements for the year ended March 31, 2015

(Currency: Indian Rupees ₹)

9 - Short-term Provisions

Particulars	Short-term	
	As at March 31, 2015	As at March 31, 2014
Provision for taxation	434,961	366,014
Unpaid Audit Fees	-	23,596
<b>Total</b>	<b>434,961</b>	<b>389,610</b>

Income tax comprises of current tax provisions and the net change in the deferred tax asset or liability in the year. The deferred tax assets and liabilities are calculated on the accumulated timing differences at the end of an accounting period based on prevailing enacted tax rates. Deferred tax assets are recognised on unabsorbed depreciation and carry forward of losses as there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised.



Redef Protech Limited  
Notes forming part of the financial statements  
Note 10 Fixed assets

A. Tangible assets	Balance as at 31 March, 2014		Gross block Additions/ (Deductions)		Balance as at 31 March, 2015		Accumulated Depreciation Adjustments		Balance as at 31 March, 2015		Net Block Balance as at 31 March, 2014	
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
(a) Land		3,325,502	-	-	3,325,502	-	-	-	-	3,325,502	-	3,325,502
Freehold Leasehold *												
(b) Buildings		2,559,670	-	-	2,559,670	40,556	-	-	957,680	1,601,990	-	1,642,546
Office Building - A'bad		12,845,732	-	-	12,845,732	213,972	-	-	2,005,785	10,839,947	-	11,053,919
Office Building - Sitrod		1,608,462	-	-	1,608,462	35,760	-	-	1,232,895	375,467	-	411,227
Factory Building												
Given under operating lease *												
(c) Office equipment		372,479	-	-	372,479	-	-	-	372,479	-	-	-
Owned												
Taken under finance lease *												
Given under operating lease *												
(d) Electric Installations		979,264	-	-	979,264	33,840	-	-	708,538	270,726	-	340,460
(e) Airconditioners		579,247	-	-	579,247	-	-	-	579,247	-	-	48,726
Owned												
Taken under finance lease *												
Given under operating lease *												
(f) Furniture & Fixtures		553,118	-	-	553,118	76,628	-	-	93,353	459,765	-	536,393
Total		22,823,474	-	-	22,823,474	400,756	-	84,620	5,980,077	16,873,397	-	17,358,773
Previous year		20,803,722	2,019,752	-	22,823,474	379,536	-	-	5,464,701	17,558,773	-	16,063,717

Notes:

(i) There was not any amounts written off on reduction of capital or revaluation of assets or sums added to assets on revaluation during the preceding 5 years.

(ii) No assets were acquired under hire purchase agreements.

(iii) There was not any joint ownership of assets by the Company with any other company.

(iv) Fixed assets are stated at cost less depreciation.

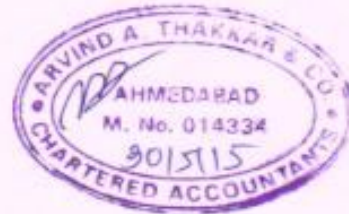
(v) Due to revision in useful life of Assets as required by the Schedule II of the Companies Act, 2013 amount so written off from assets adjusted against free reserve of the company and not included in Depreciation of the company.



Redex Protech Limited  
Notes forming part of the financial statements

Note 10 Fixed assets (contd.)

B. Depreciation and amortisation relating to continuing operations:		
Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	₹	₹
Depreciation and amortisation for the year on tangible assets as per Note 9	400,756	379,546
Depreciation and amortisation for the year on intangible assets	-	-
Less: Utilised from revaluation reserve	-	-
Depreciation and amortisation relating to discontinuing operations	-	-
Depreciation and amortisation relating to continuing operations	400,756	379,546



Redex Protech Limited

Notes on financial statements for the year ended March 31, 2015

(Currency: Indian Rupees ₹)

11 -Loans and advances

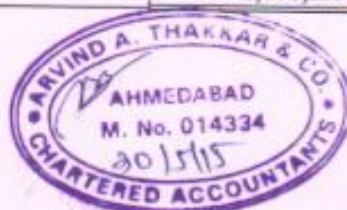
Particulars	Non-current	
	As at March 31, 2015	As at March 31, 2014
<b>Long Term Advances</b>		
Loans and advances to related parties Unsecured, considered good	27,496,091	28,066,091
(A)	<b>27,496,091</b>	<b>28,066,091</b>
Balance with statutory / government authorities	-	-
(i) TDS Receivable	394,421	394,421
(ii) Provident Fund	32,154	32,154
(iii) MAT Credit Entitlement	1,778,730	1,813,218
(iv) Service Tax Receivable	10,075	-
(B)	<b>2,215,380</b>	<b>2,239,793</b>
<b>Total (A+B)</b>	<b>29,711,471</b>	<b>30,305,884</b>

12 - Trade receivables

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Trade receivables outstanding for a period less than six months</b>		
Secured, considered good		
Unsecured, considered good	2,900,118	821,862
Doubtful	-	-
Less: Provision for doubtful debts	-	-
	<b>2,900,118</b>	<b>821,862</b>
	<b>2,900,118</b>	<b>821,862</b>

Trade Receivable stated above include debts due by:

Particulars	As at March 31, 2015	As at March 31, 2014
Directors	-	-
Other officers of the Company	-	-
Firm in which director is a partner	-	-
Enterprise controlled by KMP	2,900,118	821,862
Private Company in which director is a member	-	-
	<b>2,900,118</b>	<b>821,862</b>



13 - Cash and cash equivalent

Particulars	As at	As at
	March 31, 2015	March 31, 2014
a. Balances with banks		
Central Bank of India	2,972	9,852
b. Cash on hand	69,566	136,521
Of the above, the balances that meet the definition of cash and cash equivalents as per AS 3 Cash Flow Statements is	72,538	146,373

14 - Short Term Advances

Particulars	Non-current	
	As at	As at
	March 31, 2015	March 31, 2014
Other loans and advances		
Unsecured, considered good		
Miscellaneous Advances	4,000	35,000
<b>Total</b>	<b>4,000</b>	<b>35,000</b>





Redex Protech Limited  
Notes on financial statements for the year ended March 31, 2015

(Currency: Indian Rupees ₹)

(Currency: Indian Rupees ₹)

15 - Revenue from operations

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Revenue from operations *		
a. Sale of services	188,229	204,149
(A)	188,229	204,149
b. Other operating revenue	2,940,000	2,940,000
(B)	2,940,000	2,940,000
Revenue from operations (A+B)	3,128,229	3,144,149

Details of services rendered

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Sale of Service comprises of		
Extinguisher Refilling & Labour Services	188,229	204,149
	188,229	204,149

Details of Other Operating Revenues

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Other operating revenue comprises of		
Rent Income	2,940,000	2,940,000
Kasar-Vatav	-	-
	2,940,000	2,940,000



Redex Protech Limited  
Notes on financial statements for the year ended March 31, 2015

(Currency: Indian Rupees ₹)

16 - Employee benefit expenses

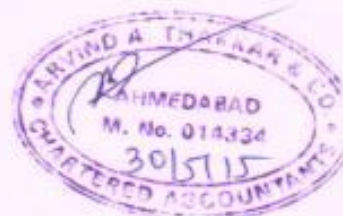
Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Salaries and incentives	100,181	85,782
	<b>100,181</b>	<b>85,782</b>

17 - Finance Cost

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Interest on delayed payment of T.D.S.	-	-
Bank Charges	427	327
	<b>427</b>	<b>327</b>

18 - Depreciation and Amortisation Expense

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Depreciation and Amortisation (Refer Note )	400,756	379,546
	<b>400,756</b>	<b>379,546</b>



Redex Protech Limited

Notes on financial statements for the year ended March 31, 2015

(Currency: Indian Rupees ₹)

19 - Other Expenses

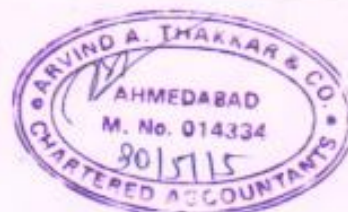
Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>Rates and Taxes</b>		
Gram Panchayat Tax	20,500	41,000
Professional Tax	2,000	2,000
Land Mehsul Charges	50,000	187,661
Payments to Auditor	123,950	72,865
Legal and Professional	89,794	26,000
Printing and Stationery	8,473	7,880
Business Promotion	55,970	53,126
ROC Expense	164,668	-
Stock Exchange Application & Custody Fees	-	175,144
BSE ALF Expense	-	28,090
Service Charges Expense	57,611	55,154
Extinguisher Refilling Charges	56,512	54,305
Labour Charges	44,333	43,867
Postage & Courier	5,196	3,073
Other Expenses	3,354	7,510
	<b>682,361</b>	<b>757,675</b>

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>(i) Payments to the auditors comprises (net of service tax input credit, where applicable):</b>		
As Auditors - Statutory Audit	92,250	30,337
For Taxation matters & Other matters	31,700	42,528
	<b>123,950</b>	<b>72,865</b>

20 - Deferred tax (liability)/asset (Net)

The major components of deferred tax liability / asset as recognised in the financial statement is as follows:

Particulars	As at March 31, 2015	As at March 31, 2014
Deferred Tax Charge / (Credit) for the year (For Calculation refer note 4)	40,642	312,437
	<b>40,642</b>	<b>312,437</b>



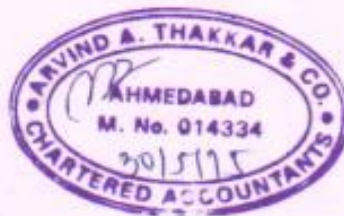
Redex Protech Limited  
Notes on financial statements for the year ended March 31, 2015

Note Disclosures under Accounting Standards

21 - Earnings per share

(Currency: Indian Rupees ₹)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>Earnings per share</b>		
<u>Basic &amp; Diluted</u>		
<u>Continuing operations</u>		
Net profit / (loss) for the year from continuing operations	1,434,413	1,507,748
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	1,434,413	1,507,748
Weighted average number of equity shares	6,721,150	6,721,150
Par value per share	10	10
Earnings per share from continuing operations - Basic	0.21	0.22
<u>Total operations</u>		
Net profit / (loss) for the year	1,434,413	1,507,748
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year attributable to the equity shareholders	1,434,413	1,507,748
Weighted average number of equity shares	6,721,150	6,721,150
Par value per share	10	10
Earnings per share - Basic	0.21	0.22
<u>Basic (excluding extraordinary items)</u>		
<u>Continuing operations</u>		
Net profit / (loss) for the year from continuing operations	1,434,413	1,507,748
(Add) / Less: Extraordinary items (net of tax) relating to continuing operations	-	0
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year from continuing operations attributable to the equity shareholders, excluding extraordinary items	1,434,413	1,507,748
Weighted average number of equity shares	6,721,150	6,721,150
Par value per share	10	10
Earnings per share from continuing operations, excluding extraordinary items - Basic	0.21	0.22
<u>Total operations</u>		
Net profit / (loss) for the year	1,434,413	1,507,748
(Add) / Less: Extraordinary items (net of tax)	-	0
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year attributable to the equity shareholders, excluding extraordinary items	1,434,413	1,507,748
Weighted average number of equity shares	6,721,150	6,721,150
Par value per share	10	10
Earnings per share, excluding extraordinary items - Basic	0.21	0.22



Redex Protech Limited

Grouping of Balance Sheet

Particulars	Amount (₹) 31.3.2015	Amount (₹) 31.3.2014
<b><u>Other Long-term Liabilities</u></b>		
Ahmedabad Stock Exchange Ltd.	45,000	45,000
Ashish Jain	-	(2,000)
Bhartiya Hareram Tirthram	688,171	688,171
Deep Enterprises	-	6,078
G.K. Choksi & Co	-	10,000
Ghanshyam Thadani	-	(1,000)
GREAVES LTD	-	36,682
Hariom Stationers & Printers	-	3,577
Industrial Services	-	44,867
Patel Trading Co.	-	838
Patel Trading Corporation	-	647
Precision Industries	-	12,621
Sapnarni Jain	-	(1,000)
Shah Xerox & Duplicating	-	17,699
	<b>733,171</b>	<b>862,180</b>
<b><u>Trade Payables(For Exp.)</u></b>		
Purva Sharegistry (india Pvt.Ltd)	-	13,271
	-	<b>13,271</b>
<b><u>Loans &amp; Advances to Related Parties</u></b>		
Angana Bhagat	19,134,228	19,134,228
Gnanesh Bhagat	2,238,613	2,238,613
R. D. Bhagat	1,005,000	1,005,000
Yash Bhagat Institute of Fire Technology	57,000	57,000
Yash Shelters Ltd.	5,061,250	5,631,250
	<b>27,496,091</b>	<b>28,066,091</b>



# REDEX PROTECH LIMITED

REDEX PROTECH LIMITED

A/5, Jaymangal House, Opp. Sakar-I, Nehru Bridge, Ashram Road, Ahmedabad-09

## ATTENDANCE SLIP

Name of the attending Member (In Block Letters): \_\_\_\_\_

Folio No/ DPID / Client ID : \_\_\_\_\_

Name of the Proxy : \_\_\_\_\_

(To be filled in if the Proxy attends instead of the Member)

No. of Shares held: \_\_\_\_\_

(In words) \_\_\_\_\_

I hereby record my presence at Annual General Meeting of the Company at A/5, Jaymangal House, Opp. Sakar-I, Nehru Bridge, Ashram Road, Ahmedabad- 380009 on Wednesday, 30<sup>th</sup> day of September, 2015 and at any adjournment thereof.

\_\_\_\_\_  
Signature of Shareholder / Proxy

### Form No. MGT-11

#### Proxy form

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

CIN: L31100GJ1991PLC016557

Name of the company: **REDEX PROTECH LIMITED**

Registered office: A/5, JAYMANGAL HOUSE,

OPP. SAKAR-I, NEHRU BRIDGE,

ASHRAM ROAD, AHMEDABAD - 380009

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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

1. Name: .....

Address:

E-mail Id:

Signature: .....



## REDEX PROTECH LIMITED

2. Name: .....

Address:

E-mail Id:

Signature: .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of the company, to be held on 30<sup>th</sup> day of September, 2015 At 09:00 a.m. at **A/5, Jaymangal House, Opp. Sakar-I, Nehru Bridge, Ashram Road, Ahmedabad-09** and at any adjournment thereof in respect of such resolutions as are indicated below:

SR. NO.	RESOLUTION	FOR	AGAINST
<b>Ordinary Business</b>			
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015		
2.	Appointment of a director in place of Mrs. Angana Bhagat (DIN: 02721337), who retires by rotation and being eligible, seeks re-appointment		
3.	Ratification of Appointment of <b>M/S. ARVIND A. THAKKAR &amp; CO.</b> , Chartered Accountants (Firm Registration No. 100571W), as the Statutory auditors of the Company.		

Signed this.....day of ....., 2015.

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

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



# REDEX PROTECH LIMITED

## Form No. MGT-12

### Polling Paper

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

Name of the Company: **REDEX PROTECH LIMITED**

Registered office: **A/5, JAYMANGAL HOUSE,  
OPP. SAKAR-I, NEHRU BRIDGE,  
ASHRAM ROAD, AHMEDABAD - 380009**

### BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

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

Sr. No.	Particulars of Item	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015.			
2.	Appointment of a director in place of MRS. ANGANA BHAGAT (DIN: 02721337), who retires by rotation and being eligible, seeks re-appointment.			
3.	Ratification of Appointment of M/S. ARVIND A. THAKKAR & CO., Chartered Accountants (Firm Registration No. 100571W), as the Statutory auditors of the Company.			

PLACE: AHMEDABAD

DATE:

\_\_\_\_\_  
Signature of the shareholder





## REDEX PROTECH LIMITED

### REDEX PROTECH LIMITED

A/5, JAYMANGLAM HOUSE,  
OPP. SAKAR-I, NEHRU BRIDGE,  
ASHRAM ROAD,  
AHMEDABAD-380 009.  
PH. NO: 26584080  
www.redexprotech.com •  
Email: [redex\\_92@yahoo](mailto:redex_92@yahoo)  
CIN: L31100GJ1991PLC016557

Name of the Sole / First Named Member :

Address of Sole / First Named Member :

Registered Folio no. :

DPID /Client. ID :

Number of shares held :

Dear Member,

### **SUBJECT: PROCESS AND MANNER FOR AVAILING REMOTE E-VOTING FACILITY**

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015, and Clause 35B of the Listing Agreement, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically as an alternative to participation at the 24<sup>TH</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> SEPTEMBER, 2015 at A/5, JAYMANGLAM HOUSE, OPP. SAKAR-I, NEHRU BRIDGE, ASHRAM ROAD, AHMEDABAD-380 009. The Company has engaged the services of Central Depository Services (I) Limited ("CDSL") to provide remote e-voting facilities. Remote e-voting means the facility to cast votes by a Member using electronic voting system from a place other than the venue of the AGM. The remote e-voting facility is available at the link <https://www.evotingindia.com>.

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID :	Password / Sequence No:



## REDEX PROTECH LIMITED

The remote e-voting facility will be available during the following voting period:

COMMENCEMENT OF REMOTE E-VOTING	END OF REMOTE E-VOTING
27 <sup>th</sup> September, 2015 (09.00 A.M.)	29 <sup>th</sup> September, 2015 (5.00 P.M.)

Please read the instructions printed before exercising the vote. These details and instructions form integral part of the Notice for the Annual General Meeting to be held on 30<sup>TH</sup> SEPTEMBER, 2015.

**MEMBERS ARE REQUESTED TO FOLLOW THE INSTRUCTIONS FOR REMOTE E-VOTING AS MENTION IN THE ANNUAL REPORT.**



# REDEX PROTECH LIMITED

## ❖ ROUTE MAP FOR AGM

### REDEX PROTECH LIMITED

A/5, JAYMANGAL HOUSE,  
OPP. SAKAR-I, NEHRU BRIDGE,  
ASHRAM ROAD,  
AHMEDABAD - 380009

