

#### Disclaimer

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

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

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



**RDB RASAYANS LIMITED**  
CIN: L36999WB1995PLC074860

Registered Office:  
Bikaner Building, 8/1 Lal Bazar Street, 3rd Floor,  
Room No. 9, Kolkata-700001  
Phone: 033-44500500 Fax: 033-22420588  
Email: [info@rdbindia.com](mailto:info@rdbindia.com), Website: [www.rdbgroup.in](http://www.rdbgroup.in)

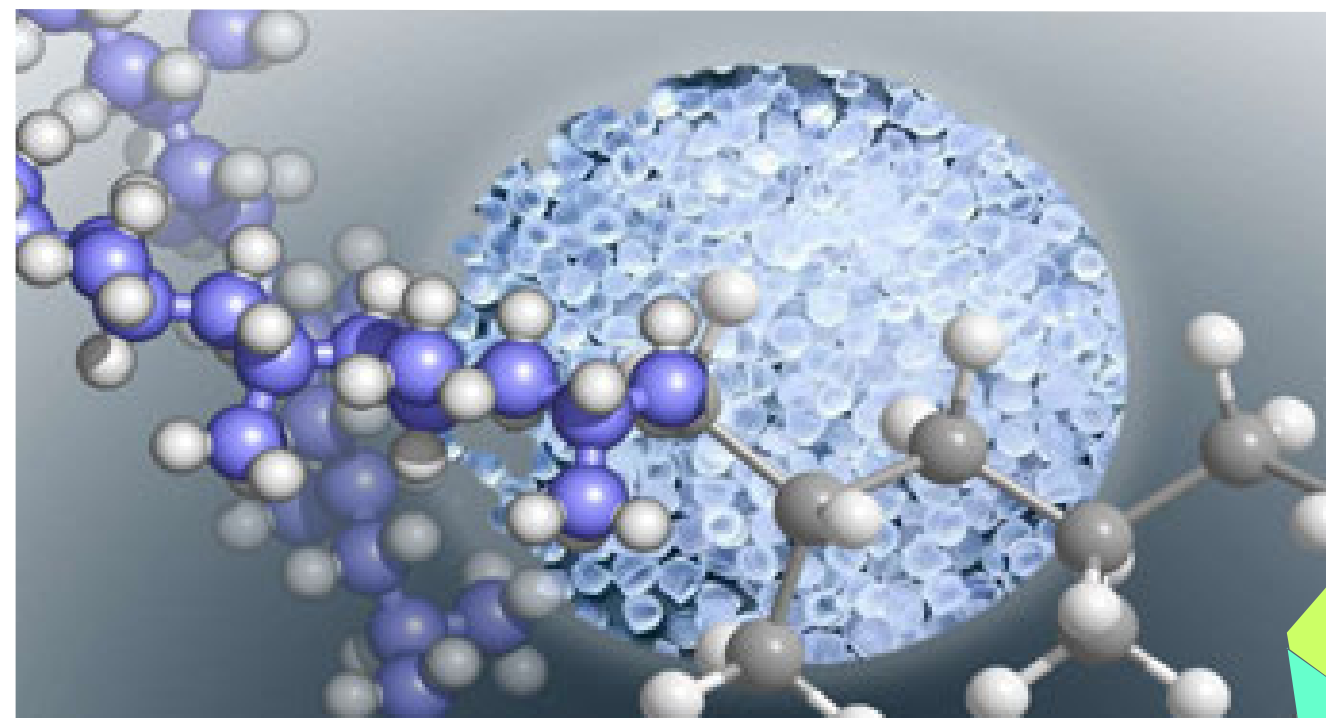
If undelivered, please return to : **RDB RASAYANS LIMITED**, Bikaner Building, 8/1, Lal Bazar Street, 3rd Floor, R. No. 9, Kolkata - 700 001



**GOING TOGETHER  
GROWING TOGETHER**

# RDB RASAYANS LIMITED

## 26<sup>th</sup> Annual Report, 2020-21



**APPLYING POLYMER STRENGTH  
FOR QUALITY EXPANSION  
BRAND PACKAGING SOLUTION**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

<b>Sri Shanti Lal Baid</b>	Chairman & Managing Director
<b>Sri Sandeep Baid</b>	Whole- Time Director
<b>Sri Sharad Kumar Bachhawat</b>	Non-Executive & Independent Director
<b>Sri Abhay Bharat Kumar Doshi</b>	Non-Executive & Independent Director
<b>Sri Subrata Dutta</b>	Non-Executive & Independent Director
<b>Smt Pragya Baid</b>	Non-Executive Director

### KEY MANAGERIAL PERSONNEL

<b>Sri Bidhan Neogi</b>	Chief Financial Officer
<b>Smt Shradha Jalan</b>	Company Secretary

### AUDITORS

<b>M/s. L.B. Jha &amp; Co.</b>	Statutory Auditor
<b>M/s Garg Narender &amp; Co.</b>	Internal Auditor
<b>Ms. Disha Dugar</b>	Secretarial Auditor

### SOLICITORS

<b>Dipayan Choudhury</b>	Advocate
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### BANKERS

**AXIS Bank Limited**  
**State Bank of India**  
**Kotak Mahindra Bank**  
**HDFC Bank**  
**Punjab National Bank**  
**Standard Chartered Bank**

### REGISTERED OFFICE

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

### PLANT LOCATION

126, Basudevpur, HPL Link Road, Haldia- 721 602  
 Dist. Purba Medinipur, (W.B.)

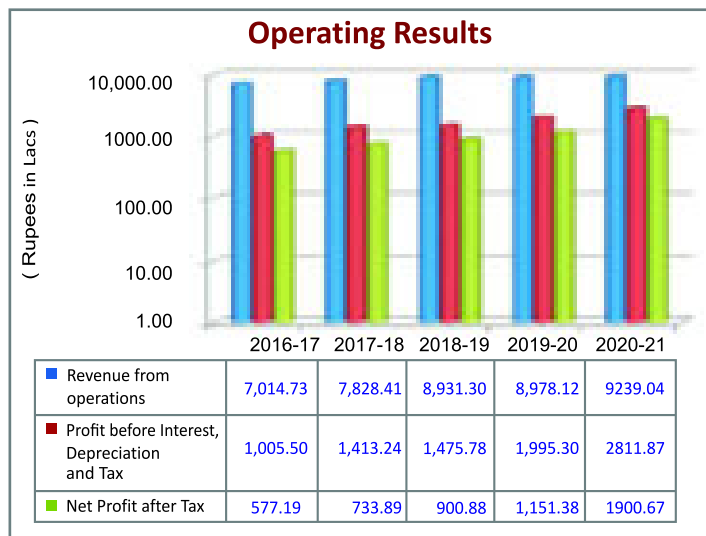
### REGISTRAR & SHARE TRANSFER AGENT

**M/s Niche Technologies Pvt Ltd**  
 3A, Auckland Place, 7<sup>th</sup> Floor, Room No.7A & 7B, Kolkata 700017  
 Phone No. 033-2280-6616, 2280-6617, 2280-6618, Fax No. 033-2215-6823  
 Email Id: nichtechpl@nichetechpl.com

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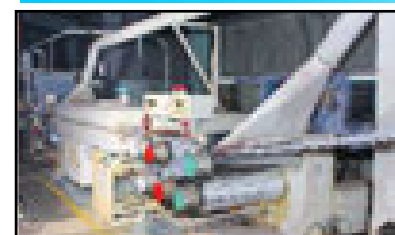
## FINANCIAL HIGHLIGHTS



### VIEW OF THE FACTORY SHED



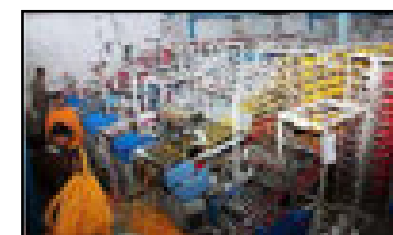
### A BRIEF VIEW OF THE PROCESS



Tape plant



Loom



Needle loom



Lamination plant



Liner plant



Online printing



Cutting



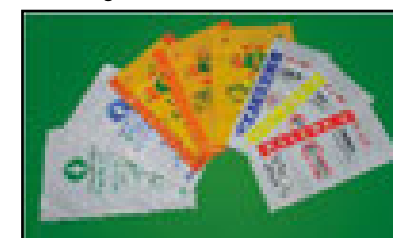
FIBC bag / Jumbo bag



Stitching



Quality checking



PP woven bags

## CORPORATE IDENTITY

### About us

- **RDB Rasayans Limited is one of the most competitive manufacturers of polymer-based woven bags & FIBC (Jumbo bags) manufactured globally; through leveraging on size, product quality, core competence and customer selection.**

The Company was incorporated in the year 1995 and shares of the company got listed in BSE in the year 2011. The Company started its operations in the year 2003 with a humble capacity of 1800 MTPA and its plant for the production is located at Haldia, West Bengal. The manufacturing facilities of the company are vertically integrated. It facilitates manufacturing from base material to final product under the same roof. The Company with its robust infrastructure, optimizes manufacturing and operational sophistication, ensures the supply of quality products and best services to its customers.

### Vision

- We aim to deliver quality product and services emphasizing on customer satisfaction, to acquire a strong position and become a renowned company in the global market.

### Quality Policy

- We shall consistently care for our customers with our products & services emphasizing on continual improvement through training, creativity and customer satisfaction.

### Accreditation

- The Company's plant is accredited with quality certification -ISO 9001:2008 and also awarded with BIS certificate.

Fabric	Woven sacks	FIBC	Liner
<ul style="list-style-type: none"> <li>✓ Un-laminate and laminate fabric</li> <li>✓ Ventilated fabric</li> <li>✓ Transparent fabric</li> <li>✓ PP and jute mix fabric</li> <li>✓ Packing fabric</li> </ul>	<ul style="list-style-type: none"> <li>✓ Food grade bags</li> <li>✓ Fertilizer bags</li> <li>✓ Sugar bags with inner liner</li> <li>✓ Standard cement bags</li> <li>✓ Perforated laminated cement bags</li> <li>✓ Normal standard and gusseted bags</li> <li>✓ Tea/ coffee bags</li> <li>✓ Valve bags</li> </ul>	<ul style="list-style-type: none"> <li>✓ Circular bags</li> <li>✓ U-Panel bags</li> <li>✓ 4-Panel bags</li> <li>✓ Bags in bags</li> <li>✓ Baffle bags(Q-bags)</li> <li>✓ One panel baffle bags</li> <li>✓ Pallet less baffle bags</li> <li>✓ Single loop and two-loop bags</li> <li>✓ Potato's bags</li> <li>✓ Conductive bags</li> <li>✓ Tunnel bags</li> <li>✓ UN- certified bags</li> <li>✓ Sleeve bags</li> <li>✓ Asbestos bags</li> <li>✓ Conical bags</li> </ul>	<ul style="list-style-type: none"> <li>✓ LDPE liner</li> <li>✓ LLDPE liner</li> <li>✓ HM-HDPE liner</li> <li>✓ FORM-Fit liner</li> <li>✓ Small bag liner</li> <li>✓ Bulk Container liner</li> </ul>

## RDB RASAYANS LIMITED

CIN: L36999WB1995PLC074860

Regd Office: Bikaner Building, 8/1 Lal Bazar Street, 3rd Floor, Room No. 09,  
Kolkata-700001, Ph. No.: 033-44500500, Fax: 033-22420588,  
Email id: info@rdbindia.com, Website: www.rdbgroup.in

### NOTICE

Notice is hereby given that the twenty-sixth (26th) Annual General Meeting of the members of RDB RASAYANS LIMITED will be held on Tuesday the 31st day of August, 2021 at 11:30 A.M., through Video Conferencing /Other Audio Visual Means ("VC/OAVM") to transact the following businesses:-

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 including the Audited Balance Sheet as at 31st March, 2021, the Statement of Profit & Loss and Cash Flow Statement, for the year ended on that date and reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Smt Pragya Baid (DIN: 06622497), who retires by rotation and, being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS:

3. Re-appointment of Sri Shanti Lal Baid as Managing Director

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

**"RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to regulation 17 (6) (e) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and all applicable guidelines issued by the Central Government from time to time, and Article No. 145 of the Articles of Association of the Company and the recommendations of the Nomination and Remuneration Committee and approval of Board of Directors and subject to all the applicable statutory approvals, sanctions and permissions as may be necessary, consent of the members be and is hereby accorded to the re-appointment of Sri Shanti Lal Baid (DIN: 00056776) as the Managing Director of the Company for a further period of three years from 01.04.2021 on the terms and conditions including remuneration and other amenities as set out in the Explanatory Statement accompanying this Notice and as contained in the Agreement dated 13th February, 2021 entered into by the Company with Sri Shanti Lal Baid, a copy whereof, initialed by the Chairman of the meeting for the purpose of identification, has been submitted to this meeting, which Agreement be and is hereby specifically approved with.

**RESOLVED FURTHER THAT** notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in explanatory statement as the minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to modify, determine and/or revise the terms, remuneration and other benefits payable to Sri. Shanti Lal Baid as Managing Director of the Company including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the Act.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary be and are hereby severally authorized to execute all such writings, agreements, instruments and to do all such acts, things and deeds or to file forms, which may be usual, expedient or proper to give effect to the above resolution."

4. Re-appointment of Sri Sandeep Baid as Whole Time Director

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to regulation 17 (6) (e) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and all applicable guidelines issued by the Central Government from time to time, and Article No. 145 of the Articles of Association of the Company and the recommendations of the Nomination and Remuneration Committee and approval of Board of Directors and subject to all the applicable statutory approvals, sanctions and permissions as may be necessary, consent of the members be and is hereby accorded to the re-appointment of Sri Sandeep Baid (DIN: 00557018) as the Whole Time Director of the Company for a further period of three years from 01.04.2021 on the terms and conditions including remuneration and other amenities as set out in the Explanatory Statement accompanying this Notice and as contained in the Agreement dated 13th February, 2021 entered into by the Company with Sri Sandeep Baid, a copy whereof, initialed by the Chairman of the meeting for the purpose of identification, has been submitted to this meeting, which Agreement be and is hereby specifically approved.

**RESOLVED FURTHER THAT** notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in explanatory statement as the minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to modify, determine and/or revise the terms, remuneration and other benefits payable to Sri. Sandeep Baid as Whole Time Director of the Company including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the Act.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary be and are hereby severally authorized to execute all such writings, agreements, instruments and to do all such acts, things and deeds or to file forms, which may be usual, expedient or proper to give effect to the above resolution."

**Registered Office:**  
Bikaner Building, 8/1 Lal Bazar St,  
3rd Floor, Room No. 9, Kolkata-700001  
Place: Kolkata  
Date: 25th day of June, 2021

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

**Shradha Jalan**  
Company Secretary

## NOTES

1. In view of the continuing Covid-19 pandemic and social distancing norms, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 02/2021 dated 13th January 2021 read with General Circular No. 20/ 2020 dated 5th May, 2020, General Circular No. 14/ 2020 dated 8th April, 2020 and General Circular No. 17/ 2020 dated 13th April, 2020 (collectively referred to as "said Circulars") and the Securities and Exchange Board of India vide its circulars dated May 12, 2020 and January 15, 2021 permitted the holding of the "AGM" through Video Conferencing / Other Audio-Visual Means (VC/OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The Company will conduct the AGM through VC/ OAVM from its Registered Office, i.e. Bikaner Building, 8/1 Lal Bazar Street, 3rd Floor, Room No. 9, Kolkata 700001 which shall be deemed to be venue of the meeting.
2. The relative explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the business under item Nos. 3 to 4 of the Notice, is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, as the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. In terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint their authorized representatives to attend the AGM through VC/ OAVM on their behalf and participate thereat, including cast votes by electronic means and are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. whereby their authorized representative has been appointed to attend the AGM on their behalf, to the Company, together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com) with a copy marked to [investor.rasayans@rdbindia.com](mailto:investor.rasayans@rdbindia.com).
5. The business set out in this Notice will also be transacted through electronic voting system and the Company is providing facility for voting by electronic means through National Securities Depository Limited (NSDL). Instructions and other information relating to e-voting are given in this Notice under Note no. 23. The Company will also send communication relating to remote e-voting which inter-alia would contain details about User ID and password along with a copy of this Notice to the members, separately.  
  
Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who cast their vote by using remote e-voting may also attend the Meeting through VC/ OAVM but shall not be entitled to cast their vote again at the Meeting.
6. The details of Director seeking re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (Listing Regulations, 2015) and Secretarial Standard -2 are annexed hereto and forms part of this Notice. The Directors have furnished the requisite declaration for their re-appointment.

7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Niche Technologies Pvt Ltd for assistance in this regard.
8. Members who hold shares in the physical form and wish to make/change a nomination in respect of the shareholding in the Company, as permitted u/s 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13/14 as required, to the Company's Registrar & Share Transfer Agent.
9. Pursuant to provisions of Section 124 and 125 of the Companies Act, 2013, dividends which remain unpaid or unclaimed for a period of 7 years, will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended 31st March, 2014 or any subsequent financial years, are requested to make their claims to the Company at its Registered Office. It may be noted that once the unclaimed dividend is transferred, on the expiry of seven years, to the Investor Education and Protection Fund, as stated here-in, no claim with the Company shall lie in respect thereof. In view of this; Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline.
10. Members who have not yet encashed their dividend warrant(s) for the Financial Years ended 31 March, 2014 onwards, are requested to make their claims to the Company accordingly, without any delay. Members wishing to claim dividends, which remain unclaimed, are requested to write to the Company Secretary & Compliance Officer at the registered office or M/s Niche Technologies P Ltd, the Registrar and Share Transfer Agent of the Company.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ RTA, quoting their folio number.
12. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. To support the 'Green Initiative', Members who have not registered their e-mail addresses so far are requested to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants or send an e-mail to [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com), for receiving all communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.
14. Non-Resident Indian Members are requested to inform the RTA immediately of:
  - o Change in their residential status on return to India for permanent settlement.

- o Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.
- 15. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
- 16. The Company has designated an exclusive e-mail ID investor.rasayans@rdbindia.com which would enable the members to communicate their grievances. The members may send their grievances, if any, to this e-mail ID for its quick redressal.
- 17. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to send their queries at an early date through email on investor.rasayans@rdbindia.com. The same will be replied by the Company suitably.
- 18. Members are also requested to notify any change in their email ID or bank mandates or address to the company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the company. In respect of holding in electronic form, Members are requested to notify any change of email ID or bank mandates or address to their Depository Participants.
- 19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act 2013, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act 2013 will be available for inspection during the Annual General Meeting. Members seeking to inspect such documents can send email at investor.rasayans@rdbindia.com.
- 20. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the company to consolidate their holdings in one folio.
- 21. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.rdbgroup.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and, and on the website of NSDL https://www.evoting.nsdl.com
- 22. At the twenty-third AGM held on September 18, 2018 the Members approved appointment of L.B. Jha & Co., Chartered Accountants (Firm Registration No. 303119E) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the twenty-eighth AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the twenty-Sixth AGM.

### 23. Voting through electronic means

In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the (Listing Regulations, 2015), the Company is pleased to provide remote e-voting facility to the members to exercise their right to vote in respect of the resolutions to be passed at 26th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by NSDL.

- I. The remote e-voting period shall commence on Saturday, the 28th August, 2021, (9:00 a.m. IST) and will end on Monday, the 30th August, 2021 (5:00 p.m. IST). During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 24th August, 2021 (cut-off date for e-voting) may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by shareholder, the shareholder shall not be allowed to change it subsequently.
- II. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on 24th August, 2021 (cut-off date) only shall be entitled to vote through remote e-voting and through voting at the AGM. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 24th August, 2021. A person who is not a member as on cutoff date should treat this Notice for information purpose only.
- III. Any person, who acquires shares of the Company and becomes member of the Company after, dispatch of the Notice and holding shares as on the cut-off date 24th August, 2021 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.  
  
However, if you are already registered with NSDL for remote e-voting then you can use your existing ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.
- IV. The Company has appointed Sri Raj Kumar Banthia, Practicing Company Secretary (ACS No. 17190, CP No. 18428) partner of MKB & Associates, as the scrutinizer to scrutinize the voting during the AGM and the remote e-voting process in a fair and transparent manner.
- V. Members desiring to vote through remote e-voting may refer to the following steps:

**Step 1:** Access to NSDL e-Voting system

**Step 2:** Cast your vote electronically and join General Meeting on NSDL e-Voting system

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through

their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DPID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders**

**whose email ids are not registered.**

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please send a request to Registrar and Transfer Agent of the Company at nichetechpl@nichetechpl.com or company at investor.rasayans@rdbindia.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) for registering email address.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### The instructions for members for e-voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### Instructions for Members for attending the AGM through VC/OAVM:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and shall be available for Members on first-come-first-served-basis.
3. Members may join the Meeting through their desktops/Laptops/ Smartphones, etc. Further, Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the Meeting. Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
4. Members may submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/folio number, PAN and mobile number to reach the Company's email address at investor.rasayans@rdbindia.com on or before 5.00 p.m. (IST) on Friday, 26th day of August, 2021. Such questions by the Members shall be taken up during the Meeting and suitably dealt with by the Company. The Management will decide, at its due discretion, whether and how it will answer the questions. It can summarize the questions and select, in the interest of the other shareholders, only meaningful questions.
5. Members who may like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number, PAN and mobile number

at investor.rasayans@rdbindia.com. Only those Members who register themselves as speaker will be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time at the AGM.

6. Members may note that facility of joining the AGM through VC/OAVM provided by NSDL allows participation of at least 1000 members on first-come-first-served-basis. However, the participation of members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first-come-first served-basis.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

#### General Guidelines for shareholders

- I. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail scrutinizermkb@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- III. In case of any queries you may refer to Frequently Asked Questions (FAQs) for members and remote e-voting user manual for Members

#### NOTICE OF ANNUAL GENERAL MEETING

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

##### Item No. 3

Sri Shanti Lal Baid was appointed as the Managing Director of the Company w.e.f. 01.04.2009 for a period of five years and was further re-appointed for a period of five years w.e.f. 01.04.2014, for period of one year w.e.f. 01.04.2019 and 01.04.2020 respectively.

Sri Shanti Lal Baid is Managing Director of the Company. The present term of appointment of Sri Shanti Lal Baid as Managing Director has expired on 31st March, 2021. Considering his knowledge, expertise and contribution to the Company, the Board on the recommendation of Nomination & Remuneration Committee in its meeting held on 13th February, 2021 re-appointed him as Managing Director of the Company for a further period of 3 years with effect from 1st April, 2021, subject to the approval of the shareholders, on the following terms, conditions and remuneration:

Salary: Rs 2,00,000(Rupees Two Lacs) per month.

Perquisites:-

Medical Reimbursement: Actual expenditure incurred for self and dependent family members subject to one month salary per annum.

Leave Travel Concession: For self and family in accordance with the provisions of Income Tax Act, 1961.

available at the Downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990 & 1800 22 44 30 or send a request to NSDL at evoting@nsdl.co.in.

- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

#### Other Instructions

- I. The Scrutinizer shall after the conclusion of voting at the meeting, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- II. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rdbgroup.in and on the website of NSDL and also be displayed on the Notice Board of the Company immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be simultaneously communicated to the Stock Exchange where the shares of the Company are listed within 48 hours from the conclusion of the AGM.
- III. The scrutinizer's decision on the validity of e-voting will be final.
- IV. The Notice of Annual General Meeting is being sent to the members, whose names appear in the Register of Members/ Depositories as at closing hours of business, on 09th August, 2021.
- V. The resolutions shall be deemed to be passed on the AGM date i.e., 31st August, 2021, subject to receipt of the requisite number of votes in favour of the resolutions.
- VI. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

Club Fees: Club fees subject to maximum of two clubs except admission and life membership fees.

Leave: One month pay leave per annum, the unavailed leave can be encashed in full or in part anytime during the service or in full or part anytime at the time of retirement or at the time of leaving the Company.

For Company's business use of car with chauffeur, telephone and other communication facilities at residence/other places, reimbursement of travelling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisite.

Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income-tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

Minimum Remuneration: The above salary will be payable to the Managing Director even in case of loss or inadequacy of profits in respect of any financial year during his tenure of office in compliance with Schedule V to the Companies Act, 2013.

Sitting Fees: No sitting Fees will be payable to Managing Director for attending the meetings of the Board of Directors or Committees thereof from the date of his appointment.

Other details in respect of re-appointment of Sri Shanti Lal Baid, in terms of Regulation 36(3) of Listing Regulations, the Act and Secretarial Standards on General Meetings is annexed to this notice.

The members are further informed that Sri Shanti Lal Baid, is above 70 years of age. In terms of the provisions of Section 196(3) and Part I of Schedule V of the Companies Act, no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Keeping in view of Sri Shanti Lal Baid's rich and varied experience in the industry and his involvement in the operations of the Company since incorporation, it would be in the best interest of the Company to continue the employment of Sri Shanti Lal Baid as Managing Director, designated as Chairman, of the Company.

The Company has received consent from Sri Shanti Lal Baid in writing to continue to act as Managing Director of the Company for a further period of three years. He satisfies all other conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for re-appointment. Sri. Shanti Lal Baid is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The agreement entered into between the Company and Sri Shanti Lal Baid for his re-appointment is available for inspection in the manner as stated in the notes to the notice.

The company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors before the date of appointment of such managerial person(s). The Company has not issued any Non-Convertible Debentures. A statement containing additional information as required in Schedule V of the Companies Act, 2013 forms part of the notice.

Your Directors recommend the resolution to be passed as a Special Resolution.

Except Sri Shanti Lal Baid being the appointee, Sri Sandeep Baid and Smt. Pragya Baid being son and daughter in law of Sri Shanti Lal Baid respectively, none of the directors of the Company are deemed to be interested or concerned, financially or otherwise, in the said resolution.

#### Item No. 4

Sri Sandeep Baid was appointed as the Whole Time Director of the Company w.e.f. 01.04.2010 for a period of three years and was further re-appointed w.e.f. 01.04.2013, 01.04.2019 and 01.04.2020 respectively.

Sri Sandeep Baid is the Whole Time Director of the Company. The present term of appointment of Sri Sandeep Baid as Whole Time Director has expired on 31st March, 2021. Considering his knowledge, expertise and contribution to the Company, the Board on the recommendation of Nomination & Remuneration Committee in its meeting held on 13th February, 2021 re-appointed him as Whole Time Director of the Company for a further period of three years with effect from 1st April, 2021, subject to the approval of the shareholders, on the following terms, conditions and remuneration:

Salary: 1, 75,000 (Rupees One Lac Seventy Five Thousand) per month.

Perquisites:-

Medical Reimbursement: Actual expenditure incurred for self and

dependent family members subject to one month salary per annum.

Leave Travel Concession: For self and family in accordance with the provisions of Income Tax Act, 1961.

Club Fees: Club fees subject to maximum of two clubs except admission and life membership fees.

Leave: One month pay leave per annum, the unavailed leave can be encashed in full or in part anytime during the service or in full or part anytime at the time of retirement or at the time of leaving the Company.

For Company's business use of car with chauffeur, telephone and other communication facilities at residence/other places, reimbursement of travelling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisite.

Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income-tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

Minimum Remuneration: The above salary will be payable to the Whole Time Director even in case of loss or inadequacy of profits in respect of any financial year during his tenure of office in compliance with Schedule V to the Companies Act, 2013.

Sitting Fees: No sitting Fees will be payable to Whole Time Director for attending the meetings of the Board of Directors or Committees thereof from the date of his appointment.

Other details in respect of re-appointment of Sri Sandeep Baid, in terms of Regulation 36(3) of Listing Regulations, the Act and Secretarial Standards on General Meetings is annexed to this notice.

The Company has received consent from Sri Sandeep Baid in writing to continue to act as Whole Time Director of the Company for a further period of 3 years. He satisfies all the conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for re-appointment. Sri Sandeep Baid is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The agreement entered into between the Company and Sri Sandeep Baid for his re-appointment is available for inspection in the manner as stated in the notes to the notice.

The company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors before the date of appointment of such managerial person(s). The Company has not issued any Non-Convertible Debentures. A statement containing additional information as required in Schedule V of the Companies Act, 2013 forms part of the notice.

Your Directors recommend the resolution to be passed as a Special Resolution.

Except Sri Sandeep Baid being the appointee, Sri Shanti Lal Baid and Smt. Pragya Baid being father and spouse of Sri Sandeep Baid respectively, none of the directors of the Company are deemed to be interested or concerned, financially or otherwise, in the said resolution.

**The disclosures as required under Section II, Part II of the Schedule V of the Companies Act, 2013 are stated herein below:**

**General information:**

1	Nature of Industry			The Company is engaged in manufacture of PP Woven sacks
2	Date or expected date of commencement of commercial production			June, 2003
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus			Not Applicable
4	The financial performance of the Company during the preceding three financial years is as under:			(Rs)
	Particulars	2020-21	2019-20	2018-19
	Total Income	1,02,11,45,868	100,23,03,297	99,07,53,207
	Total Expense	75,29,61,976	82,61,19,554	86,71,58,418
	Profit/(Loss) Before tax	26,81,83,892	17,61,83,743	12,35,94,789
	Less: Tax Expense	7,81,16,460	6,10,45,550	3,35,06,499
	Profit/(Loss) After Tax	19,19,00,67,432	11,51,38,193	9,00,88,290
5.	Foreign investments or collaborators, if any			NIL
	<b>Information about the appointee: Sri Shanti Lal Baid</b>			
1	Background details	Sri Shanti Lal Baid is an industrialist having experience of more than 46 years in Management and Administration in the field of Electrical Goods and Cables Industries and woven sacks		
2	Past remuneration	Sri Shanti Lal Baid was paid Rs. 24,00,000 during the financial year 2019-20.		
3	Recognition or awards	None		
4	Job profile and his suitability	Sri Shanti Lal Baid is the Managing Director of the Company and was actively involved in setting up the Plant at Haldia and is currently looking after the Marketing, Finance and sales of the company. He is actively involved in the day to day working of the Company. Owing to his working with the Company and his prior experience, he is suitable for the present position. The Company derives a lot of benefit from his diverse professional expertise and experience at Board Level as well as in operations of the Company.		
5	Remuneration proposed	As set out in the Explanatory Statement under section 102 of Companies Act, 2013.		
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is commensurate with the size and nature of business of the Company and the functions and responsibility of the appointee. The remuneration is comparable with the remuneration drawn by the peers and is necessitated due to complexities of business.		
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Sri Shanti Lal Baid is Promoter Director holding 3,76,601 shares consisting 2.13% of the paid up capital of the Company. Apart from receiving remuneration as stated above, he does not receive any emoluments from the Company. Except Sri Sandeep Baid (Son) and Smt Pragya Baid (Daughter in Law), none of the other Directors of the Company are related to Sri Shanti Lal Baid.		

Information about the appointee: Sri Sandeep Baid		
1	Background details	Sri Sandeep Baid is an industrialist having experience of more than 19 years in the field of manufacturing and marketing of electrical goods, cables, packing materials and woven sacks.
2	Past remuneration	Sri Sandeep Baid was paid Rs. 21,00,000 during the financial year 2019-20.
3	Recognition or awards	None
4	Job profile and his suitability	Sri Sandeep Baid is actively involved in the day to day working of the Company and currently he is looking after the manufacturing and marketing of the Company . Keeping in view his working with the Company and his prior experience, he is suitable for the present position. The Company derives lot of benefit from his diverse professional expertise and experience at Board Level as well as in operations of the Company.
5	Remuneration proposed	As set out in the Explanatory Statement under section 102 of Companies Act, 2013.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is commensurate with the size and nature of business of the Company and the functions and responsibility of the appointee. The remuneration is comparable with the remuneration drawn by the peers and is necessitated due to complexities of business.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Sri Sandeep Baid is Promoter Director holding 902,695 shares consisting 5.10% of the paid-up capital of the Company. Apart from receiving remuneration as stated above, he does not receive any emoluments from the Company. Except Sri Shanti Lal Baid (father) and Smt Pragya Baid (spouse), none of the other Directors of the Company are related to Sri Sandeep Baid.
Other Information		
1	Reasons of loss or inadequate profits	The approval for minimum remuneration is being taken as a precautionary measure and as on today, the profits of the company are sufficient to pay the approved remuneration to the Whole Time Director & Managing Director.
2	Steps taken or proposed to be taken for improvement	
3	Expected increase in productivity and profits in measurable terms	

**DETAILS OF DIRECTORS BEING APPOINTED/RE-APPOINTED AS SET OUT IN THIS NOTICE, IN TERMS OF REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANIES SECRETARIES OF INDIA**

Name of Director	Smt Pragya Baid	Sri Shanti Lal Baid	Sri Sandeep Baid
Din	06622497	00056776	00557018
Date of birth	30th October, 1981	2nd June, 1950	1st January, 1979
Qualification	M.Com	Under Graduate	B.Com, MBA
Relationship with other director/ KMP inter se	Spouse of Sri Sandeep Baid & daughter in law of Sri Shanti Lal Baid	Father of Sri Sandeep Baid & Father in Law of Smt Pragya Baid	Son of Sri Shanti Lal Baid & Spouse of Smt Pragya Baid
Date of first appointment on Board	15th July, 2014	01st August, 2001	10th April, 2008
Nature of expertise in specific functional area	Managerial Qualities	Wide Experience in the field of Management & Administration	Wide Experience in the field of Manufacturing & Marketing
Brief profile	She is M.Com from Burdwan University, West Bengal. She is the Woman director of the Company.	Mr. Shanti Lal Baid is an Industrialist having experience of about 46 years in Management and Administration in the field of Electrical Goods and Cables Industries. He was actively involved in setting up the Plant at Haldia and currently looking after the Marketing, Finance and sales of the company. He is a Managing Director of the company.	Mr. Sandeep Baid is a commerce graduate with experience of about 19 years in the field of manufacturing and marketing of Electrical goods, cables and packing materials & woven sack. He is currently looking after the production along with the full administration of the plant. He is a Whole Time Director in the company
Term and condition of Appointment	She is a Non-Executive Director entitled to only sitting fees.	Stated above in Item No. 3 of Explanatory Statement	Stated above in Item No. 4 of Explanatory Statement
Details of remuneration sought to be paid	She is a Non-Executive Director entitled to only sitting fees.	Rs 24,00,000	Rs 21,00,000
Details of remuneration last drawn	Sitting Fees Nil	Rs 24,00,000	Rs 21,00,000
Number of Board Meeting attended during the year 2020-21	1 out of 4	4 out of 4	4 out of 4
No. of equity shares held in the Company	Nil	376601	902695
List of other companies in which directorships are held	Superflex Cables Pvt Ltd	Nil	Cardio Therapeutic Pvt Ltd
Committee Position held in RDB Rasayans Ltd.	Nil	1.Stakeholder Relationship Committee – Member 2.Corporate Social Responsibility Committee – Member	1.Audit Committee – Member 2. Stakeholder Relationship Committee – Member 3. Corporate Social Responsibility Committee – Member
Committee Positions in other Public Companies	Nil	Nil	Nil

## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Twenty-Sixth Annual Report together with Audited Annual Financial Statements of the Company for the financial year ended March 31, 2021.

### FINANCIAL HIGHLIGHTS

(Amount in Rs)

Particulars	FY 2020-21	FY 2019-20
Revenue from operations	92,39,03,759	89,78,11,970
Other Income	9,72,42,109	10,44,91,327
<b>Profit before Interest, Depreciation &amp; Tax</b>	<b>28,11,86,625</b>	<b>19,95,30,287</b>
Less: Interest	15,73,430	1,18,07,127
Less: Depreciation	1,14,29,303	1,15,39,417
<b>Profit before taxation</b>	<b>26,81,83,892</b>	<b>17,61,83,743</b>
Less: Provision for current tax, deferred tax and tax adjusted for earlier year	7,81,16,460	6,10,45,550
<b>Profit/(Loss) after tax</b>	<b>19,00,67,432</b>	<b>11,51,38,193</b>
Less : Re measurements of defined benefit liability / (asset) (net of tax)	26,157	6,41,182
Add : Income taxes relating to items that will not be reclassified / re-measurements of defined benefit liability / (asset) (net of tax)	7,617	1,86,712
Add: Balance brought forward from last year	48,11,73,578	36,64,89,855
<b>Balance available for appropriation</b>	<b>67,12,22,470</b>	<b>48,11,73,578</b>
<b>Less: Appropriations</b>		
a. Proposed dividend on equity shares		
b. Dividend Distribution Tax thereon	-	-
<b>Balance carried to Balance Sheet</b>	<b>67,12,22,470</b>	<b>48,11,73,578</b>

The financial statements for the year ended 31.03.2021 have been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014.

### FINANCIAL PERFORMANCE

During the year under review your Company has achieved revenue of Rs 92,39,03,759 as against Rs. 89,78,11,970 in the previous year. PBITD rose to Rs 28,11,86,625 as compared to 19,95,30,287 in the previous year. PAT for the year under review was Rs 19,00,67,432 which is almost 1.65 times that of previous year's PAT of Rs 11,51,38,193.

### DIVIDEND AND RESERVES

In order to conserve existing resources and to meet the investment needs of the Company; your Directors do not recommend any dividend for the financial year 2020-21.

The Company does not propose to transfer any amount to its Reserves.

### STATE OF COMPANY'S AFFAIR AND CURRENT YEAR'S OUTLOOK

The state of Company's affair and future outlook is discussed in the Management Discussion & Analysis Report which forms part of this Annual Report.

### CHANGE IN NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the Company during the financial year ended 31st March, 2021.

### MATERIAL CHANGES AND COMMITMENTS BETWEEN THE END OF THE FINANCIAL YEAR 20-21 AND THE DATE OF THIS REPORT

No material changes and commitments affecting the financial position of your Company have occurred between the end of the financial year i.e. 31st March, 2021 and date of this Report i.e. 25th June, 2021. However, the impact on the financial performance of the Company caused due to the outbreak of COVID-19 virus pandemic is explained separately in Management Discussion & Analysis Report.

## SHARE CAPITAL

The Present Authorised Capital of the Company is Rs 1,800,00,000 divided into 18,000,000 equity shares of Rs 10 each. There has been no change in the authorized and paid up capital of the Company during the year under purview. Further, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity shares. As on March 31, 2021, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

## DEMATERIALIZATION OF SHARES

The shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the Depository system, members are requested to avail the facility of dematerialization of shares with either of the Depositories as aforesaid. As on 31st March, 2021, 90.74% of the share capital stands dematerialized.

## BOARD OF DIRECTORS

### DIRECTORS AND KEY MANAGERIAL PERSONNEL (S)

#### • Declaration by Independent Director(s)

All the Independent Directors have furnished the requisite declarations that they meet the independence criteria as laid down under section 149(6) of the Companies Act, 2013 read with the rules made thereunder and Regulation 16 of the SEBI (LODR) Reg, 2015 and the Board has taken on record the declaration given by the Independent Directors after undertaking due assessment of the veracity of the same. Further there has been no change in the circumstances affecting their status as independent Directors of the Company.

In addition to the provisions of Regulation 16(1) (b) of the Listing Regulations, they also confirms that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence and that they are independent of the management. The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and the Code of Conduct for directors and senior management personnel, if any, formulated by the company.

#### • Familiarization Programme undertaken for Independent Directors

In terms of Reg 25 (7) of the SEBI (LODR) Reg, 2015, your Company is required to conduct Familiarisation Programme for Independent Directors (Ids) to familiarise them about your Company including nature of Industry in which your company operates, business model, responsibilities of the Ids etc. During the year, the Company has organized familiarization programme for the Independent directors. The Independent Directors are familiarized with the Company, their

roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc. The details of the familiarization program of Independent directors are available on the Company's website under the weblink <http://www.rdbgroup.in/policies.asp>.

#### • Executive Directors

The Board of Directors at their meeting held on 13/02/2021 Re-appointed Sri Shanti Lal Baid (DIN: 00056776) as the Managing Director and Sri Sandeep Baid (DIN: 00557018) as the Whole Time Director of the Company for a further period of 3 years w.e.f 1st April, 2021, subject to approval of the shareholders in the ensuing Annual General Meeting.

Details of the directors being appointed/ re-appointed as required under SEBI (LODR) Reg, 2015 and Secretarial Standard -2 are provided in the notice of 26th Annual General Meeting.

None of the Directors of the Company are disqualified for being appointed as Directors, as specified in section 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

#### • Retirement by Rotation

As per the provisions of section 152(6) (c) of the Companies Act, 2013, Smt Pragya Baid retires by rotation at the ensuing Annual General Meeting, and being eligible, offers herself for re-appointment. In view of her considerable experience and contribution to the Company, your Directors recommend her re-appointment as Director.

#### • Women Director

Smt Pragya Baid (DIN: 06622497) continues as the Woman Director on the Company's Board in conformity with the requirements of Section 149(1) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Reg, 2015).

#### • Key Managerial Personnel

Pursuant to Section 203 of the Companies Act, 2013 the Key Managerial Personnel of the Company are Sri Shanti Lal Baid, Managing Director, Sri Sandeep Baid, Whole-time Director, Sri Bidhan Neogi, Chief Financial Officer and Ms Shradha Jalan, Company Secretary.

## MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors regularly meets to discuss and decide on various matters. During the year under review, four Board meetings were convened and held on 30th June 2020, 14th September, 2020, 12th November, 2020 and 13th February, 2021, the details of which are given in the Corporate Governance Report. The intervening gap between any two meetings was not more than 120 days.

## MEETING OF INDEPENDENT DIRECTORS

A Meeting of Independent Directors of the Company was held on 13th February, 2021. The Independent Directors at their meeting assessed the quality, quantity and timeliness of flow of information between the

Company management and the Board of Directors of the Company. Also, the performance of the non-independent directors and the Board as a whole was reviewed.

## BOARD EVALUATION

Pursuant to the requirement of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, performances of each member of the Board / Committees of Board are evaluated on an annual basis. The evaluation is done by the Board, the Nomination and Remuneration Committee and the Independent Directors with specific focus on the performance and effective functioning of the Board / Committees and individual Directors, the member under evaluation not being present in evaluation process. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The evaluation criteria for the Directors are broadly based on:

- Leadership & stewardship abilities
- Contributing to clearly define corporate objectives & plans
- Communication of expectations & concerns clearly with subordinates
- Obtain adequate, relevant & timely information from external sources
- Review & approve achievement of strategic and operational plans, objectives, budgets
- Regular monitoring of corporate results against projections
- Identify, monitor & mitigate significant corporate risks
- Assess policies, structures & procedures
- Review management's succession plan
- Effective meetings
- Assuring appropriate board size, composition, independence, structure
- Clearly defining roles & monitoring activities of committees
- Review of corporation's ethical conduct

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

## COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

The Board on the recommendation of the Nomination & Remuneration Committee has framed a policy for selection/ appointment/ remuneration of Directors, Key Managerial Personnel and Senior Management. The remuneration policy of the Company aims to attract, retain and motivate qualified people at the Executive and Board levels. The remuneration policy seeks to employ people who not only fulfill the eligibility criteria but also have the attributes needed to fit into the corporate culture of the Company. The Company's policy relating to appointment of Directors,

payment of managerial remuneration, directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in **Annexure E** and forms part of this Report.

## COMMITTEES OF BOARD

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee

The details of all the above committees along with composition, terms of reference, number and dates of meeting held, attendance at meetings are provided in the report on Corporate Governance forming part of the Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

## DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of section 134(3)(c) and section 134(5) of the Act, the Directors to the best of their knowledge hereby state and confirm that:

1. In the preparation of the annual accounts for the year ended 31st March, 2021, the applicable accounting standards have been followed and there are no material departures from the same;
2. The accounting policies have been selected and applied consistently and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31.03.2021 and of the profit of the Company for that period;
3. Proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The annual accounts have been prepared on a going concern basis;
5. The internal financial controls to be followed by the Company have been laid down and such internal financial controls are adequate and are operating effectively; and
6. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## HUMAN RESOURCES

The employees of our Company are the core resource and the Company has continuously endeavored to strengthen its employer-employee relation at all levels and value proposition. The Company is constantly working on providing the best working environment to its human resources with a view to inculcate leadership, autonomy, competence and dedication among its employees. Your Company shall always place all necessary emphasis on continuous development of its human resources. The Company had 97 permanent employees on its rolls as on 31st March, 2021.

Disclosures pertaining to remuneration and other details are required

under section 197(12) of the Act, read with rules made thereunder, are annexed to this report as **Annexure-C**.

#### **INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY**

Your Company has adequate internal control procedures commensurate with its size and nature of business. The policies and procedures adopted by the Company ensures the orderly and efficient conduct of business and adherence to Company's policies, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information. The adequacy of internal control systems are reviewed by the Audit Committee of the Board in its periodical meetings. Internal Audit is conducted periodically by Chartered Accountant who verify and report on the efficiency and effectiveness of internal controls.

Necessary certification by the Statutory Auditors in relation to Internal Financial Control u/s 143(3) (i) of the Companies Act, 2013 forms part of the Audit Report.

#### **FRAUDS REPORTED BY THE AUDITORS**

No frauds have been reported by Statutory Auditor, Internal auditor or Secretarial Auditor during the year under review.

#### **SUBSIDIARIES / JOINT VENTURES/ ASSOCIATE COMPANIES:**

The Company does not have any subsidiary/ joint venture/ associate companies.

#### **PUBLIC DEPOSITS**

Your Company has neither accepted nor renewed any deposits from public within the meaning of Chapter V of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, during the year.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Details of Loans, Guarantees and Investments covered under the provisions of section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

#### **RELATED PARTY TRANSACTIONS**

All transactions entered with Related Parties during the financial year were on an arm's length basis and were in the ordinary course of business and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Reg, 2015. Further, there were no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Accordingly, the disclosure required under Section 134(3) (h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form

AOC-2 is not applicable to your Company. As required under the SEBI (LODR) Reg, 2015, related party transactions are placed before the Audit Committee for approval. Wherever required, prior approval of the Audit Committee is obtained on an omnibus basis for continuous transactions and the corresponding actual transactions become a subject of review at subsequent Audit Committee Meetings. The details of related party transactions are disclosed and set out in Note No. 36 to the Financial Statements forming part of this Annual Report.

The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and may be accessed at the weblink <http://www.rdbgroup.in/policies.asp>.

#### **CORPORATE SOCIAL RESPONSIBILITY**

Pursuant to the requirement under section 135 of the Companies Act, 2013 and Rules made thereunder a Report on CSR activities and initiatives taken during the year in the prescribed format is given in **Annexure F**, which is annexed hereto and forms part of the Directors' Report. The policy is available on the website of the Company at the weblink: <http://www.rdbgroup.in/policies.asp>.

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

The information relating to conservation of energy, technology absorption, foreign exchange earnings and outgo as per section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure D**, which forms part of the Report.

#### **RISK MANAGEMENT POLICY**

The Company has formulated a Risk Assessment & Management Policy which identify, evaluate business risks and opportunities. The details of the same are covered in the Management Discussion and Analysis Report forming part of the Board's Report.

#### **WHISTLE BLOWER POLICY/ VIGIL MECHANISM POLICY**

The Company has adopted a Whistle Blower Policy for Directors and Employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The policy provides for adequate safeguards against victimization of Directors and employees who avail of the mechanism and also provided for direct access to the Chairman of the Audit Committee. The Vigil Mechanism (Whistle Blower Policy) is available at the Company's website at weblink <http://www.rdbgroup.in/policies.asp>.

During the year, no case was reported under this policy and no personnel have been denied access to the Audit Committee.

## SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There were no significant and material orders passed by the Regulators or Courts or Tribunals during the year impacting the going concern status and the operations of the Company in future.

No penalties or strictures were imposed by SEBI, Stock Exchanges or any statutory authority on matters relating to Capital Markets during the last three years.

The utilization of IPO proceeds as on 31.03.2021 has been reported as under:

Particulars	As per prospectus net amount to be deployed from issue proceeds	Incurred upto 31.03.2021
a. To finance the capital expenditure to enhance the manufacturing capacity :		
Civil works	-	-
Plant and machineries	23,91,27,000	5,92,35,273
Pre-operative expenses	70,00,000	-
Provision for contingencies	1,19,56,000	-
Security for WBSEDCL	2,00,00,000	1,45,37,560
Sub_total (a)	27,80,83,000	7,37,72,833
b. General corporate purpose	5,01,29,000	4,98,49,182
c. Issue expenses	2,72,88,000	1,92,10,714
Total (a+b+c)	35,55,00,000	14,28,32,729
Balance amount to be utilized out of IPO proceeds		<b>21,26,67,271</b>
Interim utilization of balance IPO proceeds :		
Balance in Escrow Account / Current Account		12,62,189
Balance in Fixed Deposits		
Balance in Mutual Funds		21,14,05,082
<b>Total</b>		<b>21,26,67,271</b>

### AUDIT & AUDITORS

#### • STATUTORY AUDITORS

At the twenty-third AGM held on September 18, 2018 the Members approved appointment of L.B. Jha & Co., Chartered Accountants (Firm Registration No. 301088E) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of twenty-third AGM till the conclusion of the twenty-eighth AGM.

#### • STATUTORY AUDITORS' REPORT

The report given by the auditors on the financial statements of the Company is part of the Annual Report. There is no qualification, reservation or adverse remark made by the statutory auditors in their report nor have they reported any instances of fraud under Section 143 (12) of the Companies, Act, 2013.

#### • SECRETARIAL AUDITORS

Pursuant to the provisions of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company had appointed Ms. Disha Dugar, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the financial year 2020-21. The

Report of the Secretarial Audit is annexed herewith as **Annexure-A**. There are no qualifications or adverse remark by the Secretarial Auditor in the Report.

#### • COST AUDIT

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

#### • INTERNAL AUDITORS

Pursuant to Section 138(1) of the Act M/s Garg Narender & Co., Chartered Accountants has been appointed as the Internal Auditor of your Company for the financial year 2020-21 to conduct the internal audit of your Company. The Internal Auditor reports to the Audit Committee of the Board of your Company and the report of internal audit is also placed at the meetings of the audit committee for review.

## STATEMENT ON COMPLIANCES OF THE APPLICABLE SECRETARIAL STANDARDS

The Directors of your Company have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively. The Company has complied with applicable Secretarial Standards issued by Institute of Company Secretaries of India.

### EXTRACT OF THE ANNUAL RETURN

A copy of the annual return for the year 2020-21 is placed on the website of the company and the weblink is <http://www.rdbgroup.in/annualreport.asp>

### DETAILS OF APPLICATION MADE OR ANY PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE 2016(IBC) DURING THE YEAR ALONG WITH THE STATUS AT THE END OF THE YEAR

The Company has not made or received any application under the IBC during the Financial Year.

### DETAILS OF DIFFERENCE BETWEEN AMOUNT OF VALUATION DONE AT TIME OF ONE TIME SETTLEMENT AND VALUATION DONE WHILE TAKING LOAN FROM BANKS/FI (S) ALONG WITH REASONS

The Company has not made any one time settlement with the Banks.

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

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements as stated in Regulations. The Company has complied with the Corporate Governance Code as stipulated under the SEBI Listing Regulations with the Stock Exchanges. The report on Management Discussion & Analysis Report and Corporate Governance as stipulated under Schedule V, Part B and Part C of the SEBI (LODR) Reg, 2015 forms an integral part of this Report.

### CORPORATE GOVERNANCE CERTIFICATE

In compliance with the provisions of Regulation 34 of the SEBI (LODR) Reg, 2015 read with Schedule V of the said Regulations, the Corporate Governance Certificates issued by the Practicing Company Secretary Mrs. Mausami Sengupta regarding compliance with the conditions of Corporate Governance as stipulated is annexed to this Report.

### CHIEF EXECUTIVE OFFICER (CEO) /CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

The CEO/CFO certification as required under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been submitted to the Board and forms part of the Annual Report.

### HEALTH, ENVIRONMENT AND SAFETY

Employees of the Company are the most valuable assets and their robust health and safety is one of the top priorities of the organization. The Company has committed to maintaining highest standard of safety, health environment protection and is complying with all applicable

statutory requirements. Your Company is committed to provide a safe and secure environment to its women employees across the organization.

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

The Company is committed to create a safe and healthy working environment that enables the employees to work without fear or prejudice, gender bias and sexual harassment at workplace.

Accordingly in accordance with the provision of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, your Company has formulated and adopted a Policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace. The company has complied with the provision relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, no complaints were received under the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### ACKNOWLEDGEMENTS

The Board is grateful for continuous patronage of the valued customers of your Company. Your Directors wish to take the opportunity to thank the Central Government, State Governments, Financial Institutions and Banks, dealers and Customers, shareholders and to all others who are continuing their support and assistance to the Company. Further your Directors express their deep sense of appreciation towards all the employees and staff of the company for their unstinted support and trust.

For and on behalf of the Board of Directors

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

Sd/-

**Place: Kolkata**  
**Date: 25th Day of June, 2021**

**Shanti Lal Baid**  
**Chairman & Managing Director**  
**DIN: 00056776**

## ANNEXURE TO THE DIRECTOR'S REPORT

### FORM NO. MR-3 SECRETARIAL AUDIT REPORT

ANNEXURE-A

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2021  
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the  
Companies (Appointment and Remuneration Personnel) Rules, 2014]

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

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

Based on my verification of the **RDB Rasayans Ltd**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **RDB Rasayans Ltd**, ("the Company") for the financial year ended on 31st March, 2021 according to the provisions of:

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

- (vi) Minimum Wages Act, 1948;
- (vii) Payment of Bonus Act, 1965;
- (viii) Payment of Gratuity Act, 1972;
- (ix) Employees State Insurance Act, 1948;
- (x) Factories Act, 1948;
- (xi) Industrial Dispute Act, 1947;
- (xii) Workmen's Compensation Act, 1923;
- (xiii) Contract Labour (Regulation and Abolition) Act, 1970;
- (xiv) Employees Provident Fund and Miscellaneous Provisions Act, 1952;
- (xv) The Reserve Bank of India Act, 1934

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI-Listing Obligation and Disclosure Requirements (LODR) Regulations, 2015,

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

#### I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

**Place: Kolkata**

**Name of Company Secretary in Practice:**

**Date: 25.06.2021**

**Disha Dugar**

**FCS No. 8128**

**C P No.: 10895**

## ANNEXURE-A

To  
The Members,  
**RDB RASAYANS LTD.**  
**BIKANER BUILDING,**  
**8/1 LAL BAZAR STREET 3RD FLOOR,**  
**KOLKATA - 700001**

### Management's Responsibility

1. It is the responsibility of management of the Company to maintain secretarial records ,devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### Auditor's Responsibility

1. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
2. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
3. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

### Disclaimer

1. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
2. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

**Place: Kolkata**

**Date: 25.06.2021**

**Name of Company Secretary in Practice:**

**Disha Dugar**

**FCS No. 8128**

**C P No.: 10895**

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on 31st March 2021**  
**[Pursuant to section 92(3) of the Companies Act, 2013**  
**and rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

<b>I REGISTRATION AND OTHER DETAILS</b>	
i) CIN	L36999WB1995PLC074860
ii) Registration Date	13/10/1995
iii) Name of the Company	RDB Rasayans Limited
iv) Category / Sub-Category of the Company	Public Limited Company
v) Address of the Registered office and contact details	Bikaner Building 8/1 Lal Bazar Street, 3rd floor, Room no. 9, Kolkata - 700001 Website: www.rdbgroup.in Ph. No. 033 44500500 Fax No. 033-22420588
vi) Whether listed company Yes / No	Yes
vii) Name of Stock Exchange where Listed	BSE
viii) Name, Address and Contact details of Registrar and Transfer Agent, if any	Niche Technologies Private Limited 3A, Auckland Road 7th Floor, Room No. 7A & 7B Kolkata - 700017 Email: nichetechpl@nichetechpl.com Ph No. 033-22806616/17/18 Fax No. 033-22890539

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

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

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

**III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES-N.A.**

Sl. No	Name and Address of the Company	CIN/GLN	Holding / Subsidiary/Associate	% of shares held	Applicable Section
1	NA	NA	NA	NA	NA

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

##### i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual / HUF	2486880	-	2486880	14.038	2486880	-	2486880	14.038	0
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	10397204	-	10397204	58.692	10397204	-	10397204	58.692	0
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Subtotal (A) (1)</b>	12884084	-	12884084	72.731	12884084	-	12884084	72.731	0
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Subtotal (A) (2)</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	12884084	-	12884084	72.731	12884084	-	12884084	72.731	0

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Fund	-	-	-	-	-	-	-	-	-
i) Others (specify).	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):</b>	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	635380	1640000	2275380	12.845	536606	1640000	2176606	12.287	-0.558
ii) Overseas	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1067247	160	1067407	6.026	1463092	157	1463249	8.260	2.234
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1273334	-	1273334	7.188	1072752	-	1072752	6.056	-1.132
c) Others (specify)	-	-	-	-	-	-	-	-	-
Clearing Member	52333	-	52333	0.295	49047	-	49047	0.277	-0.018
NRIs	151036	-	151036	0.853	55876	-	55876	0.315	-0.538
IEPF Authority	11226	-	11226	0.063	13186	-	13186	0.074	0.011
<b>Sub-total (B)(2):-</b>	3190556	1640160	4830716	27.269	3190559	1640157	4830716	27.269	0.000
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	3190556	1640160	4830716	27.269	3190559	1640157	4830716	27.269	0.000
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	16074640	1640160	17714800	100	16074643	1640157	17714800	100	0.000

(ii) Shareholding of Promoters :

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged /encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged /encumbered to total shares	
1.	YMS FINANCE PVT. LTD.	8853526	49.978	-	8853526	49.978	-	-
2.	SRI VINOD DUGAR	1044800	5.898	-	1044800	5.898	-	-
3.	SRI SANDEEP BAID	902695	5.096	-	902695	5.096	-	-
4.	SRI SHANTI LAL BAID	376601	2.126	-	376601	2.126	-	-
5.	SHANTILAL BAID HUF	22384	0.126	-	22384	0.126	-	-
6.	SMT REKHA JHABAK	136000	0.768	-	136000	0.768	-	-
7.	MOTI LAL DUGAR (HUF)	4000	0.023	-	4000	0.023	-	-
8.	SRI SUNDER LAL DUGAR	400	0.002	-	400	0.002	-	-
9.	SOMANI ESTATES PVT LTD	633678	3.577	-	633678	3.577	-	-
10.	LOKA PROPERTIES PVT LIMITED	910000	5.137	-	910000	5.137	-	-
	<b>Total</b>	<b>12884084</b>	<b>72.731</b>	-	<b>12884084</b>	<b>72.731</b>	-	-

Sl. No.	Shareholders Name	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.	<b>YMS FINANCE PVT. LTD</b>				
	At the beginning of the year	8853526	49.9781	8853526	49.9781
	At the End of the year(31.03.2021)			8853526	49.9781

Sl. No.	Shareholders Name	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
2.	<b>SRI VINOD DUGAR</b>				
	At the beginning of the year	1044800	5.8979	1044800	5.8979
	At the End of the year(31.03.2021)			1044800	5.8979
3.	<b>SRI SANDEEP BAID</b>				
	At the beginning of the year	902695	5.0957	902695	5.0957
	At the End of the year(31.03.2021)			902695	5.0957
4.	<b>SRI SHANTI LAL BAID</b>				
	At the beginning of the year	376601	2.1259	376601	2.1259
	At the End of the year(31.03.2021)			376601	2.1259
5.	<b>SHANTILAL BAID HUF</b>				
	At the beginning of the year	22384	0.1264	22384	0.1264
	At the End of the year(31.03.2021)			22384	0.1264
6.	<b>SMT REKHA JHABAK</b>				
	At the beginning of the year	136000	0.7677	136000	0.7677
	At the End of the year(31.03.2021)			136000	0.7677
7.	<b>MOTI LAL DUGAR (HUF)</b>				
	At the beginning of the year	4000	0.0226	4000	0.0226
	At the End of the year(31.03.2021)			4000	0.0226
8.	<b>SRI SUNDER LAL DUGAR</b>				
	At the beginning of the year	400	0.0023	400	0.0023
	At the End of the year(31.03.2021)			400	0.0023
9.	<b>SOMANI ESTATES PVT LTD</b>				
	At the beginning of the year	633678	3.5771	633678	3.5771
	At the End of the year(31.03.2021)			633678	3.5771
10.	<b>LOKA PROPERTIES PVT LIMITED</b>				
	At the beginning of the year	910000	5.1369	910000	5.1369
	At the End of the year(31.03.2021)			910000	5.1369

(iv) Shareholding Pattern of top ten Shareholders as on 31.03.2021 (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>GROWTH TECHNO PROJECTS LIMITED</b>				
	At the beginning of the year	1640000	9.258	1640000	9.258
	At the End of the year (31.03.2021)			1640000	9.258
2.	<b>SANGEETHA S</b>				
	At the beginning of the year	383450	2.165	383450	2.165
	At the End of the year (31.03.2021)			383450	2.165
3.	<b>ANSHUL LAXKAR</b>				
	At the beginning of the year	115900	0.654	115900	0.654
	Transfer on 08 Jan 2021	-5811	-0.033	110089	0.621
	Transfer on 15 Jan 2021	-14062	-0.079	96027	0.542
	Transfer on 22 Jan 2021	-2511	-0.014	93516	0.528
	Transfer on 05 Feb 2021	-19816	-0.112	73700	0.416
	Transfer on 12 Feb 2021	-8574	-0.048	65126	0.368
	Transfer on 19 Feb 2021	-13344	-0.075	51782	0.292
	Transfer on 05 Mar 2021	-7600	-0.043	44182	0.249
	Transfer on 12 Mar 2021	-3900	-0.022	40282	0.227
	Transfer on 19 Mar 2021	-9000	-0.051	31282	0.177
	At the End of the year (31.03.2021)			31282	0.177
4.	<b>TECKNOPOINT MERCANTILE CO PRIVATE LIMITED</b>				
	At the beginning of the year	128652	0.726	128652	0.726
	Transfer on 24 Apr 2020	1500	0.008	130152	0.735
	Transfer on 08 May 2020	2260	0.013	132412	0.747
	Transfer on 15 May 2020	2700	0.015	135112	0.763
	Transfer on 22 May 2020	1221	0.007	136333	0.770
	Transfer on 29 May 2020	2627	0.015	138960	0.784
	Transfer on 05 Jun 2020	333	0.002	139293	0.786
	Transfer on 12 Jun 2020	4787	0.027	144080	0.813
	Transfer on 19 Jun 2020	9750	0.055	153830	0.868
	Transfer on 26 Jun 2020	500	0.003	154330	0.871
	Transfer on 03 Jul 2020	50	0.000	154380	0.871
	Transfer on 17 Jul 2020	-4380	-0.025	150000	0.871
	Transfer on 14 Aug 2020	-5000	-0.028	145000	0.819
	Transfer on 21 Aug 2020	-5000	-0.028	140000	0.790
	Transfer on 13 Nov 2020	-5400	-0.030	134600	0.760
	Transfer on 20 Nov 2020	-14399	-0.081	120201	0.679
	Transfer on 27 Nov 2020	-3201	-0.018	117000	0.660
	Transfer on 12 Mar 2021	6000	0.034	123000	0.694
	At the End of the year (31.03.2021)			123000	0.694

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5.	<b>SUNIL BANSILAL RAISONI</b>				
	At the beginning of the year	128701	0.727	128701	0.727
	Transfer on 7 Aug 2020	-12027	-0.068	116674	0.659
	Transfer on 14 Aug 2020	-22119	-0.125	94555	0.534
	Transfer on 09 Oct 2020	-23517	-0.133	71038	0.401
	Transfer on 27 Nov 2020	-10000	-0.056	61038	0.345
	Transfer on 04 Dec 2020	-5971	-0.034	55067	0.311
	Transfer on 11 Dec 2020	-1824	-0.010	53243	0.301
	Transfer on 18 Dec 2020	4500	0.025	57743	0.326
	Transfer on 25 Dec 2020	4201	0.024	61944	0.350
	Transfer on 01 Jan 2021	-4847	-0.027	57097	0.322
	Transfer on 08 Jan 2021	-2300	-0.013	54797	0.309
	Transfer on 15 Jan 2021	-698	-0.004	54099	0.305
	Transfer on 05 Feb 2021	-1000	-0.006	53099	0.300
	At the End of the year (31.03.2021)			53099	0.300
6.	<b>CNI RESEARCH LIMITED</b>				
	At the beginning of the year	201170	1.136	201170	1.136
	Transfer on 05 Feb 2021	-70	0.00	201100	1.135
	At the End of the year (31.03.2021)			201100	1.135
7.	<b>SANGITA KISHOR OSTWAL</b>				
	At the beginning of the year	35870	0.202	35870	0.202
	At the End of the year (31.03.2021)			35870	0.202
8.	<b>CNI INFOXCHANGE PVT LTD</b>				
	At the beginning of the year	84500	0.477	84500	0.477
	At the End of the year (31.03.2021)			84500	0.477
9.	<b>NEIL KISHOR OSTWAL</b>				
	At the beginning of the year	38660	0.218	38660	0.218
	At the End of the year (31.03.2021)			38660	0.218
10.	<b>JM FINANCIAL SERVICES LIMITED</b>				
	At the beginning of the year	0	0.000	0	0.000
	Transfer on 29 May 2020	49	0.000	49	0.000
	Transfer on 02 Oct 2020	2	0.000	51	0.000
	Transfer on 13 Nov 2020	469	0.003	520	0.003
	Transfer on 04 Dec 2020	-389	-0.002	131	0.001
	Transfer on 08 Jan 2021	3869	0.023	4000	0.023
	Transfer on 19 Feb 2021	-3990	-0.023	10	0.000
	Transfer on 19 Mar 2021	990	0.006	1000	0.006
	Transfer on 26 Mar 2021	-999	-0.006	1	0.000
	Transfer on 31 Mar 2021	34999	0.198	35000	0.198
	At the End of the year (31.03.2021)			35000	0.198

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>SRI SHANTI LAL BAID</b>				
	At the beginning of the year	376601	2.126	376601	2.126
	At the End of the year(31.03.2021)			376601	2.126
2.	<b>SRI SANDEEP BAID</b>				
	At the beginning of the year	902695	5.096	902695	5.096
	At the End of the year(31.03.2021)			902695	5.096

**V. INDEBTEDNESS**

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

(in Rs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
I) Principal Amount	1,70,26,020	-	-	1,70,26,020
ii) Interest due but not paid	1,49,234	-	-	1,49,234
<b>Total ( i + ii + iii)</b>	<b>1,71,75,254</b>	<b>-</b>	<b>-</b>	<b>1,71,75,254</b>
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	91,36,964	-	-	91,36,964
<b>Net Change</b>	<b>91,36,964</b>	<b>-</b>	<b>-</b>	<b>91,36,964</b>
Indebtedness at the end of the financial year:				
i) Principal Amount	79,73,793	-	-	79,73,793
ii) Interest due but not paid	64,497	-	-	64,497
iii) Interest accrued but not due	-	-	-	-
<b>Total ( i + ii + iii)</b>	<b>80,38,290</b>	<b>-</b>	<b>-</b>	<b>80,38,290</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sl No.	Particulars of Remuneration	Name of MD/ WTD/ Manager		Total Amount (in Rs)
		Sri Shanti Lal Baid (MD)	Sri Sandeep Baid (WTD)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	24,00,000	21,00,000	45,00,000
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	21,600	21,600	43,200
	(c) Profits in lieu of salary under section 17(3) of the Income tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit others, specify	-	-	-
5.	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>24,21,600</b>	<b>21,21,600</b>	<b>45,43,200</b>
<b>Ceiling as per the Act (10% of profits calculated under Section 198 of the Companies Act, 2013)</b>		<b>2,63,65,227</b>		

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount (in Rs)
1.	<b>Independent Directors</b>	<b>Sri Abhay Bharat Kumar Doshi</b>	<b>Sri Sharad Bachhawat</b>		<b>Sri Subrata Dutta</b>	
	• Fee for attending board / committee meetings	-	-		-	-
	• Commission	-	-		-	-
	• Others, please specify	-	-		-	-
	<b>Total (1)</b>	-	-		-	-
2.	<b>Other Non-Executive Directors</b>			<b>Smt Pragya Baid</b>		
	• Fee for attending board / committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	<b>Total (2)</b>	-	-	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-	-	-
	<b>Total Managerial Remuneration</b>	-	-	-	-	-
	<b>Overall Ceiling as per the Act (1% of profits calculated under Section 198 of the Companies Act, 2013)</b>	26,36,523				

**C. Remuneration to key managerial personnel other than MD/Manager/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total (In Rs)
		<b>Ms. Shradha Jalan (Company Secretary)</b>	<b>Sri Bidhan Neogi (CFO)</b>	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,67,278	4,62,000	7,29,278
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify.	-	-	-
5.	Others, please specify	-	-	-
	<b>Total</b>	<b>2,67,278</b>	<b>4,62,000</b>	<b>7,29,278</b>

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

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY:					
Penalty	None				
Punishment					
Compounding					
B. DIRECTORS:					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

For and on behalf of the Board of Directors

Place: Kolkata  
Date: 25th Day of June, 2021

Sd/  
**Shanti Lal Baid**  
Chairman & Managing Director  
DIN: 00056776

# ANNEXURE 'C'

## INFORMATION PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- a. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-21 and percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year 2020-21.

Name of the Directors / KMPs	Designation	Remuneration of Director/ KMP for financial year 2020-21 (in Rs)	% increase in Remuneration in the Financial Year 2020-21	Ratio of Remuneration of each Director to median remuneration of employees (in times)
Sri Shanti Lal Baid	Managing Director	24,21,600	Nil	22.96:1
Sri Sandeep Baid	Whole Time Director	21,21,600	Nil	20.12:1
Sri Abhay Bharat Kumar Doshi	Non-Executive Independent Director	Nil	Nil	Nil
Sri Subrata Dutta	Non-Executive Independent Director	Nil	Nil	Nil
Sri Sharad Kumar Bachawat	Non-Executive Independent Director	Nil	Nil	Nil
Smt Pragya Baid	Non-Executive Director	Nil	Nil	Nil
Sri Bidhan Neogi	Chief Financial Officer	4,62,000	Nil	N.A
Smt. Shradha Jalan	Company Secretary	2,67,278	Nil	N.A

- b. The percentage decrease in the median remuneration of employees in the financial year was 4.73%.
- c. There were 97 permanent employees on the rolls of Company as on March 31, 2021.
- d. Average percentage increase already made in the salaries of employees other than the managerial personnel in the financial year was 6.65% whereas the average percentage decrease made in the salaries of Managerial Personnel was 0.80%. Further there were no exceptional circumstances for increase in the managerial remuneration.
- e. It is hereby affirmed that the remuneration paid during the financial year ended 31st March, 2021 is as per the Remuneration Policy of the Company.
- f. None of the employee of the Company:
- employed throughout the year, was in receipt of remuneration not more than one crore and two lakh rupees in the aggregate;
  - employed for a part of the year, was in receipt of remuneration not more than eight lakh and fifty thousand rupees per month in the aggregate;
  - employed throughout the year or part thereof, was in receipt of remuneration which is in excess of that drawn by the Managing Director or Whole-time Director or Manager and who holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

**g. The statement showing the list of top ten employees and their remuneration as on 31st March 2021**

SI No.	Name of Employee	Designation	Remuneration Received (Rs. In Lacs)	Qualification and experience of the employee	Date of Commencement of employment	Age of the employee	the last employment held by such employee before joining the Company	the percentage of equity shares held by the employees in the Company within meaning of clause (III) of sub rule (2) above	Whether such employee is a relative of any other director or manager of the company	Nature of employment, whether contractual or otherwise
1.	Sri Shanti Lal Baid	Managing Director & Chief Executive Officer	24.22	B.Com	01.04.2009	70 Years	-	2.13%	Father of Sri Sandeep Baid & Father-in- Law of Smt Pragya Baid	Permanent
2.	Sri Sandeep Baid	Whole Time Director	21.22	B.Com (Hons). , MBA	01.04.2010	42 Years	-	5.10%	Son of Sri Shanti Lal Baid & Spouse of Pragya Baid	Permanent
3.	Sri Bidhan Neogi	Chief Financial Officer	4.62	B.Com (Hons) & P.G Dip. In IT	01.07.2010.	50 Years	M/s RDB Realty & Infrastructure Ltd	Nil	No	Permanent
4.	Smt. Shradha Jalan	Company Secretary & Compliance Officer	2.67	B.Com, ACS	14.08.2019	28 Years	M/s GAR Consultants Ltd	Nil	No	Permanent
5.	Sri Suman Das	Sr. Accounts Officer	3.36	B.Com (Hons)	05.04.2004	53 Years	M/s Bishnu Oil Co P Ltd	Nil	No	Permanent
6.	Sri Sandeep Jain	Purchase Manager	3.17	Undergraduate	01.11.2003	46 Years	M/S. Rajdoot Road Carriers Pvt.Ltd.	Nil	No	Permanent
7.	Sri Koushik Maity	HRD-Manager	3.07	Bsc, MBA & P.G Dip. In I. T.	01.02.2008	42 Years	-	Nil	No	Permanent
8.	Sri H.K. Pattanaya	Manager production	2.88	B.A (Hons)	01.01.2018	44 Years	M/s Balaji Polysack Pvt Ltd	Nil	No	Permanent
9.	Sri Krishna Gopal Barik	Sales Manager	2.73	H.S	01.03.2005	38 Years	-	Nil	No	Permanent
10.	Sri C. R. Das	Electrical & Maintenance Incharge	1.86	Undergraduate	02.05.2006	43 Years	-	Nil	No	Permanent

For and on behalf of the Board of Directors

Sd/

**Shanti Lal Baid**

Chairman & Managing Director

DIN: 00056776

Place: Kolkata

Date: 25th Day of June, 2021

## ANNEXURE 'D'

### DISCLOSURE OF PARTICULARS UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH THE RULE 8(3) OF COMPANIES (ACCOUNTS) RULES, 2014.

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

#### A. Conservation of energy (Power and Fuel Consumption)

1) The steps taken or impact on conservation of energy ;	The Company is taking all possible measures to conserve energy by procuring energy efficient equipment like solar energy. It is always endeavour of the company to maintain the consumption of electric power and its own generation using generators at the lowest possible level and optimize the use of energy through improved operational methods.  As an ongoing process, your Company evaluates new technologies and techniques to make its infrastructure more energy efficient.
2) The steps taken by the Company for utilising alternate sources of energy	
3) The capital investment on energy conservation equipments	Nil

#### B. Technology Absorption

1. The efforts made towards technology absorption.	There is no change in technology used by the Company
2. The benefits derived like product improvement, cost reduction, product development, import substitution etc.	
3. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), : (a) the details of technology imported;. (b) the year of import. (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where this has not taken place, the reasons thereof; and future plans of action	Not Applicable
4. the expenditure incurred in Research & Development	The Company has carried out R & D in products, processes and technologies. However, there is no separate cost unit for carrying out R&D activities and the same is being carried out along with normal business activity of the Company.

#### C. Foreign Exchange Earnings and outgo

(Amount in Rs.)

TOTAL FOREIGN EXCHANGE EARNED AND USED	2020-21	2019-20
a) Foreign Exchange earned	10,51,38,934	13,03,32,832
b) Foreign exchange outgo	3,18,41,536	5,62,90,393

For and on behalf of the Board of Directors

Sd/

**Shanti Lal Baid**

Chairman & Managing Director

DIN: 00056776

Place: Kolkata  
Date: 25th Day of June, 2021

RDB RASAYANS LIMITED  
CIN: L36999WB1995PLC074860  
**NOMINATION AND REMUNERATION POLICY**

**11. Preamble**

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

**2. Aims & Objectives**

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

**3. Principles of remuneration**

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

**4. Nomination and Remuneration Committee**

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

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

- i. Mr. Sharad Kumar Bachhawat (Non-Executive Independent Director)
  - ii. Mr. Subrata Dutta (Non-Executive Independent Director)
  - iii. Mr. Abhay Bharat Kumar Doshi (Non-Executive Independent Director)
- 4.2 The Committee shall be responsible for
- 4.2.1 Formulating framework and/or policy for remuneration, terms of employment and any changes, including service contracts, remuneration, policy for and scope of pension arrangements, etc for Executives and reviewing it on a periodic basis.
- 4.2.2 Formulating criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Executives.
- 4.2.3 Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down in this policy, recommend to the Board their appointment and removal and carry out evaluation of every director's performance.
- 4.2.4 Formulating terms for cessation of employment and ensure that any payments made are fair to the individual and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
- 4.3 The Committee shall:
- 4.3.1 review the ongoing appropriateness and relevance of the remuneration policy;
- 4.3.2 ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled;
- 4.3.3 obtain reliable, up-to-date information about remuneration in other companies;
- 4.3.4 ensure that no director or executive is involved in any decisions as to their own remuneration.
- 4.4 Without prejudice to the generality of the terms of reference to the Remuneration Committee set out above, the Remuneration Committee shall:
- 4.4.1 operate the Company's share option schemes (if any) or other incentives schemes (if any). It shall recommend to the Board the total aggregate amount of any grants to employees (with the specific grants to individuals to be at the discretion of the Board) and make amendments to the terms of such schemes (subject to the provisions of the schemes relating to amendment);
- 4.4.2 liaise with the trustee / custodian of any employee share scheme which is created by the Company for the benefit of employees or Directors; and

- 4.4.3 review the terms of executive Directors' service contracts from time to time.

## 5. Procedure for selection and appointment of the Board Members

- 5.1 Board membership criteria
- 5.1.1 The Committee, along with the Board, reviews on an annual basis, appropriate skills, characteristics and experience required of the Executives for the better management of the Company. The objective is to have a Board with diverse background and experience in business, government, academics, technology and in areas that are relevant for the Company's global operations.
- 5.1.2 In evaluating the suitability of individual Board members, the Committee takes into account many factors, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements. Directors must possess experience at policy-making and operational levels in large organizations with significant international activities that will indicate their ability to make meaningful contributions to the Board's discussion and decision-making in the array of complex issues facing the Company.
- 5.1.3 Director should possess the highest personal and professional ethics, integrity and values. They should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituency.
- 5.1.4 In addition, Directors must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.
- 5.1.5 The Committee evaluates each individual with the objective of having a group that best enables the success of the Company's business.
- 5.2 Selection of Board Members/ extending invitation to a potential director to join the Board
- 5.2.1 One of the roles of the Committee is to periodically identify competency gaps in the Board, evaluate potential candidates as per the criteria laid above, ascertain their availability and make suitable recommendations to the Board. The objective is to ensure that the Company's Board is appropriate at all points of time to be able to take decisions commensurate with the size and scale of operations of the Company. The Committee also identifies suitable candidates in the event of a vacancy being created on the Board on account of retirement, resignation or

demise of an existing Board member. Based on the recommendations of the Committee, the Board evaluates the candidate(s) and decides on the selection of the appropriate member.

- 5.2.2 The Board then makes an invitation (verbal / written) to the new member to join the Board as a Director. On acceptance of the same, the new Director may be appointed by the Board.

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

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

## 7. Compensation Structure

### 7.1 Remuneration to Non-Executive Directors:

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

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

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

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

## 8. Approval and publication

- 8.1 This remuneration policy as framed by the Committee shall be recommended to the Board of Directors for its approval.
- 8.2 This policy shall be hosted on the Company's website.
- 8.3 The policy shall form part of Director's report to be issued by the Board of Directors in terms of Companies Act, 2013.

## 9. Supplementary provisions

- 9.1 This Policy shall formally be implemented from the date on which they are adopted pursuant to a resolution of the Board of Directors.
- 9.2 Any matters not provided for in this Policy shall be handled in accordance with relevant State laws and regulations and the Company's Articles of Association. If this Policy conflict with any laws or regulations subsequently promulgated by the state or with the Company's Articles of Association as amended pursuant to lawful procedure, the relevant state laws and regulations and the Company's Articles of Association shall prevail, and this Policy shall be amended in a timely manner and submitted to the Board of Directors for review and adoption.
- 9.3 The right to interpret this Policy vests in the Board of Directors of the Company.

For and on behalf of the Board of Directors

Sd/  
**Shanti Lal Baid**

Place: Kolkata

Chairman & Managing Director

Date: 25th Day of June, 2021

DIN: 00056776

## ANNEXURE 'F'

### REPORT ON CSR INITIATIVES TO BE INCLUDED IN THE BOARD'S REPORT

#### 1. A brief outline of the company's CSR policy including overview of projects / programs undertaken:

The Company has framed Corporate Social Responsibility (CSR) Policy in accordance with the provisions of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014. Company has formulated its CSR policy to contribute to economic development in different ways to ensure the economically disadvantaged section of society is benefited. The CSR initiatives are steered by the guiding principle of sensitivity to the needs of the people, enhancing the quality of their lives and protection of the environment.

The Company's CSR Programs are particularly in the areas of Education, Healthcare, Water, Infrastructure and Enhancement of livelihood of Rural Poor. While planning the CSR activities the need of people is taken into account and people living around the places where our manufacturing operations are carried out, are consulted. Greater emphasis is laid on activities for Preventive healthcare, Education of poor children, Water Facility, Rural Infrastructure development, Cleanliness and enhancing the income of the poor people. The Company has undertaken the CSR activities directly through our staff with support from reputed NGO and trust.

The CSR Policy of the Company as approved by the Board of Directors is available on the Company's website at the weblink [www.rdbgroup.in/policies.asp](http://www.rdbgroup.in/policies.asp).

Name	Category	Position
Sri Sharad Kumar Bachhawat	Non Executive Independent Director	Chairman
Sri Shanti Lal Baid	Executive Director	Member
Sri Sandeep Baid	Executive Director	Member

- Provide the web-link where composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company: [www.rdbgroup.in/policies.asp](http://www.rdbgroup.in/policies.asp)
- Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not applicable
- Details of the amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not applicable
- Average Net Profit of the Company for last 3 financial years: Rs. 13,83,74,263
- Two percent of the average net profits of the Company as per Section 135(5) : Rs. 27,67,485
  - Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Nil
  - Amount required to be set off for the financial year, if any : Nil
  - Total CSR obligation for the financial year (7a+7b-7c) : Rs. 27,67,485
- CSR amount spent or unspent for the financial year:

Total Amount spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 35,00,000.00	Not Applicable				

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation Direct (Yes/No)	Mode of Implementation Through Implementing Agency	
				State	District						Name	CSR Registration number
Not Applicable												

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sl No.	CSR project or activity identified	Sector in which the Project/ activity is covered	Projects/ Programs 1.Local area or other 2.Specify the State and District where projects or program was undertaken	Amount outlay (budget) project/ programs wise	Amount spent on the project or programs Subheads: 1.Direct expenditure on project or programs	Cumulative expenditure upto to the reporting period.	Amount spent: Direct/ through implementing agency*
1.	Facilitating COVID-19 relief efforts, providing daily livelihood requirements of the poor and needy	Eradicating hunger, poverty and malnutrition	Haldia, West Bengal	Rs 3,62,306.00	Rs 3,62,306.00	Rs 3,62,306.00	Directly by the Company
2.	Promotion of sustainable and equitable development through effective support to all sections of people particularly vulnerable section of people	Social Development	Haldia, West Bengal	Rs 2,00,000.00	Rs 2,00,000.00	Rs 2,00,000.00	Through Implementing Agency-Haldia Samaj Kalyan Parsad
3.	Promotion of Education and welfare of animal as specified in Company'CSR policy	Education & Animal Welfare	Kolkata, West Bengal	Rs 30,00,000.00	Rs 30,00,000.00	Rs 30,00,000.00	Through Implementing Agency- . S.L Dugar Charitable Trust
	<b>TOTAL</b>			<b>Rs 35,62,306.00</b>	<b>Rs 35,62,306.00</b>		

(d) Amount spent in Administrative Overheads: No such amount was spent in administrative overheads

(e) Amount spent on Impact Assessment, if applicable:Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e):Rs 35,62,306.00

(g) Excess amount for set off, if any:

Sl. No	Particulars	Amount (in Rs.)
i	Two percent of average net profit of the Company as per Section 135(5)	Rs 27,67,485.00
ii	Total amount spent for the Financial Year	Rs 35,62,306.00
iii	Excess amount spent for the financial year [(ii)-(i)]	Rs 62,306.00
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
v	Amount available for set off in succeeding financial years [(iii)- (iv)]	Rs 62,306.00

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding financial years (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer	
1.	2019-20	N.A.	7,00,000	Not Applicable			Nil

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced Project duration		Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs.)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of the project- Completed/ Ongoing
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): Not applicable

For and on behalf of the Board of Directors

Place: Kolkata

Date: 25th Day of June, 2021

Sd/

**Shanti Lal Baid**

Chairman & Managing Director

DIN: 00056776

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### World Economic Conditions

As per IMF estimates, aggregate global economic growth is expected to record a sharp rise of 6.0% in 2021, mainly off a low base in 2020. Advanced Economies are projected to grow by 5.1% with major economies such as United States, Euro Area, United Kingdom and Japan set for a strong rebound. Emerging Market and Developing Economies are estimated to grow by 6.7%, led by the Chinese economy which is expected to grow by 8.4%.

While many economies are on the path to recovery on the back of measures towards virus containment, Vaccination drives, stimulus packages etc., the outlook remains challenging on account of divergence in the shape and pace of recovery as well as the potential for medium-to-long term economic scarring from the crisis. 'Multispeed' recoveries are underway across regions and income groups, marked by stark differences in the pace of vaccine rollout, extent of economic policy support, and structural factors such as reliance on contact-intensive sectors such as tourism in the case of certain countries. Amongst Advanced Economies, the United States is expected to surpass its pre-Covid GDP level in 2021, while for many others in the group, such recovery is expected only in 2022. Within Emerging Market and Developing Economies, while China has already returned to pre-Covid GDP levels in 2020, many others are not expected to do so until well into 2023.

### Indian Economic Conditions

The Indian economy faced its worst crisis ever, degrowing by 7.3% during the year; the first quarter of the year was particularly impacted with GDP contracting by 23.9%. Overall for the year, the Industry and Services sectors declined by 8.2% and 8.1% respectively, while Agriculture remained relatively resilient growing by 3% over the previous year. The MSME and unorganised sectors were severely impacted. Fixed Capital Formation witnessed a steep decline of 12.4% and Private consumption (PFCE) contracted by 9.0%, reflecting dampened business sentiment and consumer confidence. Contraction in economic activity and lower tax collections contributed to a large Fiscal Deficit of 9.5% of GDP for the year. While earlier estimates of India's GDP growth for 2021-22 ranged between 11.0% to 13.0%, the ferocity of the second wave in India since February, 2021 has adversely impacted economic prospects.

Even as the Indian economy faces multi-dimensional challenges in the short term, it remains one of the most

dynamic major economies in the world with huge potential. With structural drivers of growth firmly in place, the pace of economic growth is expected to pick up over time. Policy announcements in the Union Budget 2021 are expected to provide further impetus to build India's competitiveness and foster inclusive growth. Notwithstanding the execution challenges in the near term, reforms announced in the agricultural sector hold promise to foster a new era of growth for farmers and rural India that comprise nearly half of the country's workforce.

### Industry Structure & Developments

Rapid industrialization across the globe is one of the key factors driving the growth of FIBC market. Chemical and agriculture product manufacturers are increasingly using FIBCs to handle grains, rice, potatoes, cereals and liquid chemicals. These bags are also used to store and transport construction materials, such as carbon black, steel, alloys, minerals, cement and sand. Furthermore, increasing environmental consciousness among the masses and the rising demand for lightweight, biodegradable and bulk packaging material for pharmaceutical products, is also stimulating the market growth. Food-grade FIBC bags are manufactured using virgin polypropylene resins that aid in preventing spoilage of perishable goods and are suited for storing packaged products in bulk quantities.

At the beginning of 2021, COVID-19 disease began to spread around the world, millions of people worldwide were infected with COVID-19 disease, and major countries around the world have implemented foot prohibitions and work stoppage orders. Except for the medical supplies and life support products industries, most industries have been greatly impacted, and FIBC (Flexible Intermediate Bulk Container) industries have also been greatly affected. With the slowdown in world economic growth, the FIBC (Flexible Intermediate Bulk Container) industry has also suffered a certain impact, but still maintained a relatively optimistic growth, the past four years, FIBC (Flexible Intermediate Bulk Container) market size to maintain the average annual growth rate of 15 from 2015 to 2021, analysts believe that in the next few years, FIBC (Flexible Intermediate Bulk Container) market size will be further expanded, we expect that by 2025.

### Strengths and Opportunities:

Your Company is taking all efforts to improve the quality and productivity to get more orders at competitive rates. The

strength of the business lies in the manufacture and supply of value added goods to reach the end users. The intense competition with many enterprises fighting for a share in market demands competitive pricing and quality in the product to survive and your company is able to grow under this challenging conditions as result of expertise from decades of experience in the market, quality improvements, innovation, better pricing and servicing of customers and the ability to meet the demand from market.

#### **Weaknesses and Threats:**

**Availability of labour:** There is tremendous shortage of manpower and being a labour intensive industry it has the potential to affect production. However, management has adequate systems in place to constantly monitor manpower requirement, provide internal training and is also introducing new initiatives to reduce attrition rates.

**Volatility in Raw Material prices:** The prices of polypropylene and polyethylene are fluctuating. This can adversely affect the growth of the bulk container packaging industry as these two products are used in the manufacture of bulk container packaging.

**Competition Threats:** Though your company is well positioned in the market, yet it is exposed intense competition from other large and small organizations which could put pressure on market share and margins.

**Replacement Threats from Substitutes:** With the growing alertness against the use of plastic in daily life at an alarming rate, there is a threat of close substitutes.

**Effect of Pandemic Covid 19:** The vigorous spread of COVID - 19 pandemic including the more lethal second wave continues to affect the businesses across India and the operations of the Company. Despite intermittent disruptions during the year in regular operations of the Company due to COVID - 19 pandemic, requiring lockdown, restrictive measures & other emergency measures, resulting in frequent interruption of working, the Company has been able to perform reasonably during the year ended 31st March, 2021. Besides above, the 'Amphan' cyclone in the month of May, in the state of West Bengal affected the operations of the plants of the Company, which also impacted the performance during the year. The actual impact of COVID-19's impact would be recognized prospectively at a later date through monitoring the prevalent future economic conditions its impact. In view of the situation still being uncertain, with increased number of cases reported every day, we are unable to assess the extent and duration of

COVID-19's overall impact on the Company's business operations at this stage.

#### **Risks and Concerns**

1. Your Company shall need capital for fast expansion and any delay in raising capital is a risk to our growth.
2. Your Company is cost conscious and therefore we have control on spending. Price volatility in the market is an area of concern. Risks arise also due to fluctuation in foreign exchange market. Volatility in price leads to stoppage in production and increase manufacturing costs.
3. Your Company operates in Polymer based industry which is highly regulated and therefore any adverse regulation may affect our growth.

The Company has a well defined Policy for risk mitigation which is subject to change as and when required.

#### **Segment Wise Performance**

The Company is primarily engaged in the business of manufacture and sale of polymer-based woven bags. It also deals in trading of raw materials to further enhance its performance.

#### **Financial Performance**

During the year under review your Company has achieved revenue of Rs 92,39,03,759 as against Rs. 89,78,11,970 in the previous year. PBIDT rose to Rs 28,11,86,625 as compared to 19,95,30,287 in the previous year. PAT for the year under review was Rs 19,00,67,432 which is almost 1.65 times that of previous year's PAT of Rs 11,51,38,193.

#### **Outlook**

Driven by the requirement for FIBC bags your Company is aggressively making effort to expand business activities in West Bengal and also all over India. The Company will continue to tap new global prospects by leveraging its leadership position in the FIBC segment. The Company is optimistic of increasing its revenue by focusing on plastic processing solutions.

#### **Significant Changes in Key Financial Ratios**

Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of key financial ratios along with the reasons for significant changes therein are given below:

Sl. No.	Particulars	For the year ended 31st March, 2021	For the year ended 31st March, 2020	Reasons for significant change (if any)
1	Debtors Turnover	0.17	0.14	Due to increase in Debtors and Turnover
2	Inventory Turnover	0.02	0.02	Due to increase in Inventory and Turnover
3	Interest Coverage Ratio	171.45	15.92	Due to increase in income and decrease in the interest Expense
4	Current Ratio	5.78	7.20	Due to increase in current Assets and current Liabilities
5	Debt Equity Ratio	0.21	0.18	Due to increase in borrowings
6	Operating Profit Margin (%)	0.26	0.19	Due to increase in other income and turnover
7	Net Profit Margin (%)	0.19	0.11	Due to increase in other income and turnover

Note:

1. Above ratios are based on the standalone financial statements of the Company.
2. Significant change means a change of 25% or more as compared to the immediately preceding financial year.

#### Details of Change In Return On Net Worth As Compared To The Immediately Preceding Financial Year

Particulars	For the year ended 31st March, 2021	For the year ended 31st March, 2020	Reasons for change (If any)
Return on Net Worth	16.40	11.88	Due to changes in Net Worth & Net Income

#### Internal Control Systems and their Adequacy

Your company has adequate Internal Audit and Control system across the Company. The internal control systems are competent and provide, among other things, reasonable assurance of recording transactions of operations in all material respects and of providing protection against significant misuse or loss of company assets. The internal processes have been designed to ensure adequate checks and balances at every stage. Internal audit is conducted to assess the adequacy of our internal controls, procedures and processes, and the Audit Committee of the Board reviews their reports. The management duly considers and takes appropriate action on the recommendations made by the Statutory Auditors, Internal Auditors and the Audit Committee of the Board of Directors.

#### Human Resource

The unstinted effort and hard work of the employees has been the major factor for the growth of your Company. The Company employed a total 97 employees in the last year. Your Company endeavors to maintain very cordial and harmonious relations with its employees.

#### Cautionary Statement

Statements in the Management discussion and analysis, describing the Company's objectives, outlook, opportunities and expectations may constitute "Forward Looking Statements" within the meaning of applicable laws and regulations. The Actual result may vary materially from those expressed or implied in the statement. Several factors make a significant difference to the Company's operations including the government regulations, taxation and economic scenario affecting demand and supply condition and other such factors over which the Company does not have any direct control.

## CORPORATE GOVERNANCE REPORT

### Philosophy of Company on Corporate Governance

Sound Corporate Governance practices are guided by culture, conscience and mindset of an organization and are based on principles of openness, fairness, professionalism, transparency and accountability with an aim to build confidence of its various stakeholders and paving way for its long term success. Our corporate governance is a reflection of our value system encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times.

### Governance Structure

Your Company firmly believes that Corporate Governance is about commitment to values and ethical business conduct. RDB Rasayans Ltd has a strong legacy of fair, transparent and ethical governance practices and endeavors to improve upon these aspects on an ongoing basis and adopts innovative approaches. The Board of Directors is responsible for and committed to sound principles of Corporate Governance in the Company. It has been enduring in its philosophy to enhance stakeholders' value and customer's satisfaction by consistently endeavoring to follow the best Corporate Governance practices. The Board plays a crucial role in overseeing how the management serves the short and long term interest of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. The Board updates its policies and guidelines from time to time to address the changing need of the environment in which it operates and to effectively achieve the stated objective of the company.

### Board of Directors

- The Board of Directors of your Company is duly constituted with appropriate mix of Executive/ Non-Executive and Independent Directors to ensure proper governance and management. The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Reg, 2015) read with Section 149 of the Act.
- The Company's Board comprises six Directors comprising two

Executive Directors, one Non-Executive (Women) Director and three Independent Directors. The Board of Directors of the Company is headed by Sri Shanti Lal Baid, Chairman.

- The number of Independent Directors is three i.e. 50% of the total number of directors. None of the Non-Executive Directors are responsible for the day to day affairs of the Company. At the beginning of every financial year, every Independent Director signs a Declaration to confirm that they fulfill all the conditions for being an Independent Director as laid down under the law. In the opinion of the board, the independent directors fulfill the conditions specified in SEBI (LODR) Reg, 2015 and are independent of the management.
- None of the Directors are related inter-se except, Sri Shanti Lal Baid, Sri Sandeep Baid and Smt Pragya Baid. Sri Shanti Lal Baid is the father of Sri Sandeep Baid and father in law of Smt Pragya Baid.
- None of the Directors hold Directorships in more than 20 companies including 10 public limited Companies pursuant to Section 165 of the Companies Act, 2013.
- None of the Directors hold Membership and/or Chairmanship of any Committee exceeding 10 Committees and/or 5 Committees respectively as per Regulation 26(1) of the Listing Regulations.
- All the directors have made necessary disclosures regarding directorship/committee positions occupied by them in other public limited companies in accordance with Regulations 25 and 26 of the SEBI (LODR) Reg, 2015 and the Companies Act, 2013.
- The Board of Directors met four (4) times during the year ended 31st March, 2021 on 30th June 2020, 14th September 2020, 12th November 2020 and 13th February 2021. The maximum interval between any two consecutive meetings was not more than one hundred and twenty days.
- Pursuant to Regulation 36(3) of SEBI (LODR) Reg, 2015 a brief resume of Directors retiring by rotation and seeking re-appointment is appended in the notice for convening the Annual General Meeting (AGM).

The composition of Board and the category of Directors as on 31st March, 2021 are as follows:

Name of the Directors	Category	No. of Board Meeting attended during the F.Y. 2021	Whether attended last AGM on 30.09.2020	No. of Directorship(s) held in Other Public co.s \$	No. of Member-ship(s)/ Chair-manship(s) in Committees in Other Public cos#	Relationship with other Directors	No. of shares and convertible instruments held
Sri Shanti Lal Baid (Chairman cum Managing Director)	Promoter & Executive Director	4	Yes	—	—	Father of Sri Sandeep Baid & father in law of Smt Pragya Baid	3,76,601

Name of the Directors	Category	No. of Board Meeting attended during the F.Y. 2021	Whether attended last AGM on 30.09.2020	No. of Directorship(s) held in Other Public co.s \$	No. of Member-ship(s)/ Chair-manship(s) in Committees in Other Public cos#	Relationship with other Directors	No. of shares and convertible instruments held
Sri Sandeep Baid (Whole Time Director)	Promoter & Executive Director	4	Yes	–	–	Son of Sri Shanti Lal Baid & Spouse of Smt Pragya Baid	9,02,695
Sri Sharad Kumar Bachhawat	Independent Non Executive Director	4	Yes	Independent Director in RDB Realty & Infrastructure Limited	1. Audit Committee-Chairman 2. Stakeholder Committee-Chairman	–	–
Smt Pragya Baid	Non Executive Director	1	Yes	–	–	Daughter in law of Sri Shanti Lal Baid & Spouse of Sri Sandeep Baid	–
Sri Abhay Bharat Kr. Doshi	Independent Non Executive Director	4	Yes	–	–	–	–
Sri Subrata Dutta	Independent Non Executive Director	4	Yes	–	–	–	–

- \$Excludes Directorships in private limited except private companies which are subsidiary or holding of public companies, foreign companies and companies registered under section 8 of the Companies Act, 2013.
- #Only memberships/chairmanships of the Audit Committee and Stakeholder Relationship Committee in various public limited companies considered.

**List of core skills/expertise/ competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board:**

Director	Area of Expertise						
	Industry Experience	Technical Skill	Board Service & Governance	Finance & Accounting Experience	Strategic Planning	Sales & Marketing	Leadership
Mr. Shanti Lal Baid	✓	✓	✓	✓	✓	✓	✓
Mr. Sandeep Baid	✓	✓	✓	✓	✓	✓	✓
Mrs Pragya Baid	✓	✓	✓		✓	✓	✓
Mr. Sharad Kumar Bachhawat	✓	✓	✓		✓		✓
Mr. Abhay Doshi	✓	✓	✓	✓	✓		✓
Mr. Subrata Dutta	✓	✓	✓	✓	✓	✓	✓

The Board of Directors has identified key skills/ expertise/ competencies such as understanding the Company's business, policies and culture, knowledge of the industry in which the Company operates, experience in planning, policymaking, risk management and financial affairs, strategic thinking & decision making, leadership, integrity and maintaining of confidentiality, managing relationships with the Board, Management Team, Regulators, Bankers, Industry representatives and other Stakeholders.

All the above required skills/expertise/competencies are available with the Board. The Directors are persons of repute with strength of character and professional eminence and bring a wide range of experience and expertise to the Board by providing leadership, strategic guidance, an objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.

#### **Familiarization Programme**

Directors are regularly briefed about the industry specific issues to enable them to understand the business environment in which the Company operates and are also updated on the changes in the policies, relevant laws and regulations, developments in industry areas etc. The Board members are provided with necessary information, documents and reports about the Company. Relevant statutory changes and updates are circulated to them so as to enable them to take better and informed decisions. Efforts are made to familiarize the Directors about their roles, responsibilities, rights in the Company, nature of industry in which Company operates, business model of the Company etc. The policy on the familiarization programme for independent Director and the details of such familiarization programmes imparted have been placed on the website of the Company under the weblink: <http://www.rdbgroup.in/policies.asp>.

#### **Committees of the Board**

The Committees of Board has been constituted with a view to conduct the affairs of the Company smoothly. The Board has constituted various Committees consisting of Directors viz. the Audit Committee, the Stakeholder Relationship Committee, Nomination & Remuneration Committee and the Corporate Social Responsibility Committee. Meeting of each of these Committee are convened by the respective Chairman of the Committee. The Minutes of the meetings of all the Committees are placed before the Board for review. Details of role and composition of these Committees including the number of meetings held during the financial year and the related attendance details are provided hereunder. Matters requiring Board's attention/ approval are placed before the Board.

##### **a) Audit Committee**

The Company has an Audit Committee which meets every quarter to review the financial results of previous quarter before the same are approved by Board and also meets each year before finalization of accounts. The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (LODR) Reg, 2015.

##### **• Composition & Meetings**

The Audit Committee Comprises of Four Directors which includes three Independent Directors and one Whole Time Director. Four Meetings of the audit committee were held during the year under review on 30.06.2020, 14.08.2020, 12.11.2020 and 13.02.2021 and the gap between two meetings did not exceed one hundred and twenty days complying with the Companies Act, 2013 and provisions of SEBI (LODR) Reg, 2015.

The details of composition together with the attendance of Members in the Audit Committee meeting are as under

The details of composition together with the attendance of Members in the Audit Committee meeting are as under:

<b>Name</b>	<b>Category</b>	<b>Position</b>	<b>No of meetings attended</b>
Sri Abhay Bharat Kumar Doshi	Non - Executive Independent Director	Chairman	4
Sri Sharad Kumar Bachhawat	Non - Executive Independent Director	Member	4
Sri Sandeep Baid	Whole Time Director	Member	4
Sri Subrata Dutta	Non - Executive Independent Director	Member	4

All the members of the Audit Committee possess good accounting and financial management expertise. Committee invites such of the executives (particularly the head of the finance function), representatives of the statutory auditors and internal auditors, as it considers appropriate, to be present at its meetings. Minutes of each Audit Committee meeting are placed and discussed in the next meeting of the Board. The Chief Financial Officer of the Company attends the meeting of the Audit Committee and the Company Secretary acts as a Secretary to the Audit Committee.

#### • Terms of reference

The terms of reference of the Audit Committee are in line with the guidelines set out in Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013 and include the following:

- Investigate any activity within its terms of reference and to seek any information it requires from any employee,
- Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary,
- Have full access to information contained in the records of the Company.

#### • Roles of the Committee

The role of the Committee includes the following:

- (a) To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- (b) To recommend the appointment, remuneration, terms of appointment and removal of Statutory Auditors, and to review the manner of rotation of Statutory Auditors;
- (c) To recommend the appointment, remuneration and removal of Cost Auditors, where necessary;
- (d) To approve transactions of the Company with related parties, including modifications thereto;
- (e) To review and monitor the Statutory Auditor's independence and performance, and effectiveness of the audit process;
- (f) To evaluate the Company's internal financial controls and risk management systems;
- (g) To review with the management the following:
  - i. Annual financial statements and Auditor's Report thereon before submission to the Board for approval;
  - ii. Quarterly financial statements before submission to the Board for approval;
- (h) To review the following:
  - i. Management discussion and analysis of financial condition and results of operations;
  - ii. Adequacy of internal control systems and the Company's statement on the same prior to endorsement by the Board, such review to be done in consultation with the management, Statutory and Internal Auditors;
  - iii. Reports of Internal Audit and discussion with Internal Auditors on any significant findings and follow-up

thereon;

- iv. System / manner of maintenance, storage, retrieval, display, print out and security of books of account of the Company maintained in the electronic form;
- v. Functioning of Whistle blower Mechanism

#### **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, 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.
- Statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to the Stock Exchange(s) in terms of Regulation 32(1).
  - (b) Annual Statement of funds utilized for purposes other than those stated in the offer document / prospectus/ notice in terms of Regulation 32(7).

#### **b) Stakeholders' Relationship Committee**

The Board of Directors of the Company has constituted a Stakeholders Relationship Committee of the Board in terms of the requirements of section 178 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 20 of the SEBI (LODR) Reg, 2015. The Company confirms that there were no share transfers lying pending and affirms that all the requests for share transfers/transmissions, issue of new certificates, etc., received up to March 31, 2021 have since been processed. All the requests for dematerialisation and rematerialisation of shares as on that date have been confirmed / rejected through the NSDL / CDSL system.

#### • Composition & Meeting

The Stakeholders Relationship Committee consists of three directors. During the year under review, the Committee met four times on 30th June 2020, 14th August 2020, 12th November 2020, and 13th February, 2021 wherein all the members of the Committee were present.

The details of composition together with attendance of member in the Stakeholder Committee meeting are as under:

The details of composition together with attendance of member in the Stakeholder Committee meeting are as under:

Name	Category	Position	No of meetings attended
Sri Sharad Kumar Bachhawat	Non-Executive Independent Director	Member	4
Sri Shanti Lal Baid	Managing Director	Member	4
Sri Sandeep Baid	Whole Time Director	Member	4

#### • Terms of Reference

The terms of reference of the Committee meet with the requirements of SEBI Listing Regulations, 2015 and the provisions of the Companies Act, 2013.

- Monitors the Company's response to investor complaints like non receipt of dividend, annual report, etc.
- Consider and approve issue of share certificates, transfer and transmission of securities, etc.
- Consider and resolve the grievances of shareholders.

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

#### • Compliance Officer and status of pending complaints:

Mrs Shradha Jalan, Company Secretary is the Compliance Officer for complying with requirements of Companies Act, Securities laws and listing Agreements with Stock Exchanges. The Company confirms that no shareholder's complaint was lying pending as on March 31, 2021. No complaint was posted on SCORES.

#### c) Nomination & Remuneration Committee

The Board of Directors of the Company has constituted a Nomination & Remuneration Committee of the Board in terms of the requirements of section 178 of the Companies Act, 2013 and Rules framed there under read with Regulation 19 of the SEBI (LODR) Reg, 2015.

#### • Composition & Meeting

The Nomination & Remuneration Committee constituted by the Board comprises three directors. The Committee met four times during the financial year ended 31st March, 2021 on 30th June 2020, 14th August, 2020, 12th November, 2020 and 13th February, 2021.

The details of composition together with the attendance of members in the Nomination & Remuneration Committee are as under:

Name	Category	Position	No. of Meetings attended
Sri Sharad Kumar Bachhawat	Non-Executive Independent Director	Chairman	4
Sri Subrata Dutta	Non-Executive Independent Director	Member	4
Sri Abhay Bharat Kumar Doshi	Non Executive Independent Director	Member	4

The Company Secretary of the Company is the Secretary of the Committee.

#### • Terms of Reference

The Nomination and Remuneration Committee shall act in accordance with the prescribed provisions of section 178 of the Companies Act, 2013 and shall be responsible for:-

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- Oversees familiarization programs for Directors.

• **Remuneration policy**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and the Listing Regulations, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has formulated a Nomination and Remuneration Policy for Directors and Senior Management, the details of which forms part of the Directors' Report and is available at the website of the Company at weblink <http://www.rdbgroup.in/policies.asp>.

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

Remuneration paid to Directors for the Financial Year 2020-21 is as follows :-

(Rs.)

Director	Consolidated salary	Perquisites and other Benefits	Sitting Fees	Total
Sri Shanti Lal Baid (Chairman cum Managing Director)	24,00,000	21,600	Nil	24,21,600
Sri Sandeep Baid (Whole Time Director)	21,00,000	21,600	Nil	21,21,600

**Service Contracts, Severance Fee, Notice Period and Stock Options:**

- The appointments are subject to termination by giving two months' notice in writing on either side. The period of service contract of Sri Shanti Lal Baid is 1 year w.e.f 01.04.2020 and Sri Sandeep Baid is 1 year w.e.f 01.04.2020.
- The Company does not have any scheme for grant of Stock Options to its Directors or Employees.

The remuneration paid to Directors is determined by the Nomination and Remuneration Committee and recommended to the Board for approval. At the time of appointment or re-appointment, Executive Directors shall be paid such remuneration as may be mutually agreed between the Company and Executive Directors within the overall limits prescribed under the Companies Act, 2013 and the Rules made thereunder. The remuneration paid to Executive Directors, CS and CFO is determined taking into account the Company's overall performance, individual performance, their contribution, track record, trend in the industry as well as industry standards.

Criteria of making payment to Non-Executive Directors are disclosed in the Nomination and Remuneration Policy. The said policy has been uploaded on the website of the Company at [www.rdbgroup.in](http://www.rdbgroup.in) and is available at the link <http://www.rdbgroup.in/policies.asp>

No Commission or Sitting fees are being paid to the Non-Executive Directors of the Company. The Non-Executive Directors do not hold any shares and/or convertible instruments in the Company and also they do not have any pecuniary relationship or transaction with the Company. The Company has not granted any stock options to its Directors.

• **Performance evaluation criteria of Independent Directors**

In compliance with the provisions of the Listing Regulations, 2015 the Nomination and Remuneration committee on the basis of the Board Evaluation policy and framework adopted by the Board carries out the evaluation process of the Independent Directors. Following are the major criteria applied for performance evaluation of the Independent Directors:

- Leadership & stewardship abilities
- Contributing to clearly define corporate objectives & plans
- Communication of expectations & concerns clearly with subordinates
- Obtain adequate, relevant & timely information from external sources
- Review & approve achievement of strategic and operational plans, objectives, budgets
- Regular monitoring of corporate results against projections
- Identify, monitor & mitigate significant corporate risks
- Assess policies, structures & procedures
- Review management's succession plan
- Effective meetings
- Assuring appropriate board size, composition, independence, structure
- Clearly defining roles & monitoring activities of committees
- Review of corporation's ethical conduct

**d) Corporate Social Responsibility Committee**

The Board of Directors has constituted a Corporate Social Responsibility (CSR) Committee of the Board in terms of the requirements of Section 135 of the Companies Act, 2013 and Rules framed thereunder.

#### • Composition & Meeting

The Corporate Social responsibility Committee comprises of 3 Directors. During the year one meeting of the CSR Committee held on 13th February, 2021 wherein all the members of the Committee were present.

Name	Category	Position	No. of Meetings attended
Sri Sharad Kumar Bachhawat	Non-Executive Independent Director	Chairman	1
Sri Shanti Lal Baid	Managing Director	Member	1
Sri Sandeep Baid	Whole Time Director	Member	1

The Company Secretary of the Company is the Secretary of the Committee.

#### • Terms of reference

The terms of reference of the Committee are enumerated below:

- to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013,
- to recommend the amount of expenditure to be incurred on the activities referred to in Clause(a) in a financial year,
- to monitor the Corporate Social Responsibility Policy of the Company from time to time,
- any other matter /thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.

#### • CSR Contribution

The Company has contributed a total of Rs 35,00,000 towards CSR during the financial year 2020-21. The amount of Rs 7,00,000 carried from last year is been adjusted in the current year.

#### • Corporate Social Responsibility Committee Report

The CSR Report for the year ended 31st March 2021 is attached as **Annexure-F** to the Board's Report.

#### e) Independent Directors Meeting

A separate meeting of Independent Directors of the Company was held on 13th February, 2021, as required under Schedule IV to the Act and Regulation 25(3) of the SEBI (LODR) Reg, 2015 to review the performance of non-independent directors and the Board as a whole. The meeting was attended by Sri Sharad Kumar Bachhawat, Sri Subrata Dutta and Sri Abhay Bharat Kumar Doshi. The Independent Board members were provided necessary documents, reports and other presentations about the Company. The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and rules made thereunder.

#### Details of General Body Meetings

##### a) Details of Annual General Meeting:

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

Financial Year ended	Meeting	Date	Time	Venue	Special Resolutions passed, if any
2019-20	25th AGM through Video Conferencing	Wednesday, 30th September, 2020	11:30 A.M.	Bikaner Building, 8/1 Lal Bazar Street, Kolkata 700001	Re-appointment of Sri Shanti Lal Baid as Managing director Re-appointment of Sri Sandeep Baid as Whole-Time director

Financial Year ended	Meeting	Date	Time	Venue	Special Resolutions passed, if any
2018-19	24th AGM	Friday, 20th September, 2019	12:00 Noon	Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor Kolkata-700017,	Re-appointment of Sri Shanti Lal Baid as Managing director Re-appointment of Sri Sandeep Baid as Whole-Time director Re-Appointment of Sri Sharad Kumar Bachhawat as an Independent Non-Executive Director
2017-18	23rd AGM	Tuesday, 18th September, 2018	11:30A.M	Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata-700017	Re-Appointment of Sri Abhay Doshi as an Independent Non-Executive Director

**b) Details of Extra Ordinary General Meeting:**

No Extra Ordinary General Meeting was held during the financial year 2020-21.

**c) Postal Ballot:**

No special resolution was passed through Postal Ballot during the financial year 2020-21.

The Company does not propose to pass any special resolution through postal ballot.

Particulars	Regulations	Details	Website link for details/ policy
Materially Significant Related Party Transaction	Regulation 23 of SEBI Listing Regulations and as defined under the Act	There are no material related party transactions during the year that have conflict with the interest of the Company.  Transactions entered into with related parties during the financial year were in the ordinary course of business and at arms' length basis and were approved by the Audit Committee.  The Board's approved policy for related party transactions is uploaded on the website of the Company.	<a href="http://www.rdbgroup.in/policies.asp">www.rdbgroup.in/policies.asp</a>
Statutory Compliances	Schedule V (C)10(b) to the SEBI Listing Regulations	The Company is regular in complying with the requirements of the regulatory authorities on the matters relating to the capital market and there has been no non-compliance during the last three years.	

Particulars	Regulations	Details	Website link for details/ policy
Whistle Blower Policy	Regulation 22 of SEBI Listing Regulations	The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company.	<a href="http://www.rdbgroup.in/policies.asp">www.rdbgroup.in/policies.asp</a>
Code of Conduct	Regulation 17 of the SEBI Listing Regulations	The Company is consistently endeavoring to conduct its business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. The Board of Directors has adopted the Code of Conduct for the Directors and Senior Management ("the code") which is disclosed on the company's website. The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by all.	<a href="http://www.rdbgroup.in/policies.asp">www.rdbgroup.in/policies.asp</a>
Code of Insider Trading	Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Board of Directors has also adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price sensitive information. A copy of the Code is accessible on the Company's website.	<a href="http://www.rdbgroup.in/policies.asp">www.rdbgroup.in/policies.asp</a>
Disclosure of Accounting Treatment		In preparation of Financial Statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India. The significant Accounting Standards have been set out in the notes to Accounts of the Audited Accounts.	
Familiarization Program	Regulations 25(7) and 46 of SEBI Listing Regulations	Details of familiarization program imparted to Independent Directors are available on the Company's website.	<a href="http://www.rdbgroup.in/policies.asp">www.rdbgroup.in/policies.asp</a>
Disclosure Under Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013		During the year under review, no complaints were received under the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.	

**Notes:**

1. The Company has no subsidiary and hence there is no need to frame any policy for determining "material" subsidiary.
2. The Company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities are not applicable.
3. The Company has not taken any credit rating from any credit rating agency.

## 2. Compliance Certificate by Practicing Company Secretary

The Practicing Company Secretary have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17-27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR) Reg, 2015 and the same is annexed.

## 3. Compliance with requirements of Corporate Governance pursuant to SEBI (LODR) Reg, 2015

The Company has complied with all the mandatory requirements of Corporate Governance of the Listing Regulations and has adopted the following discretionary requirements of Part E of Schedule II as mentioned in Regulation 27(1) of SEBI (LODR) Reg, 2015:

### A. The Board

Since the Company does not have a Non-Executive Chairman, it does not maintain such office.

### B. Shareholder Rights

As the quarterly and half yearly financial performance are submitted to Stock Exchanges, published in newspapers and posted on the Company's website, these are not sent to the shareholders separately.

### C. Audit Qualifications

During the year under review, there was no audit qualification in the Auditors' Report on the Company's financial statements.

### D. Separate posts of chairperson and chief executive officer

Mr. Shanti Lal Baid is the Chairman and Managing Director of the Company.

### E. Reporting of internal auditor

The internal auditor reports directly to the audit committee.

## 4. A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority-

The Certificate received from Mrs Mausami Sengupta, Company Secretary in practice is attached and forms part of the Report.

## 5. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part:

Total Fees for all services paid by the Company to M/s. L.B. Jha & Co., Chartered Accountants, Statutory Auditors of the company is Rs 80,000/-.

## 6. Means of Communication

The Company interacts with the shareholders through the multiple channels of communication such as publication of results, Annual Report and the Company's website.

- The Company also informs the Stock Exchange in a prompt manner, all price sensitive and other matters which in its opinion, are material and relevant for the shareholders.
- The quarterly financial results and annual audited financial results are generally published in Financial Express in English and Duranta Barta in Bengali.
- The quarterly financial results and annual audited financial results of the Company are sent to the stock exchanges where the shares of the company are listed i.e. BSE Ltd.
- The Company's financial results are also displayed in its website of the Company <http://www.rdbgroup.in/> at weblink [www.rdbgroup.in/financialresults.asp](http://www.rdbgroup.in/financialresults.asp). The Company has designated the following e-mail id exclusively for investor services: [investor.rasayans@rdbindia.com](mailto:investor.rasayans@rdbindia.com). The website of the company also displays official news releases, if any.
- No presentation was made to the institutional investors or to the analysts during the year under review.
- Annual Report containing, inter alia, Director's Report, Auditor's Report, Audited Annual Accounts and other important information is circulated to members and others entitled thereto.

## 7. General Shareholder Information

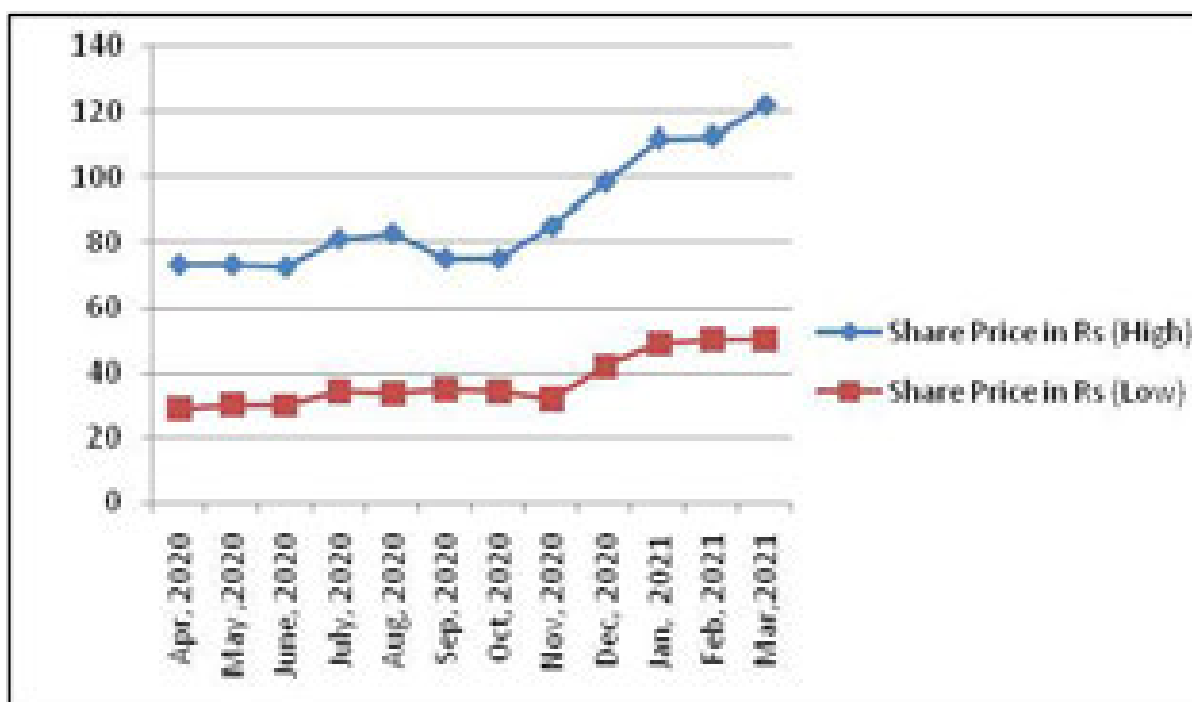
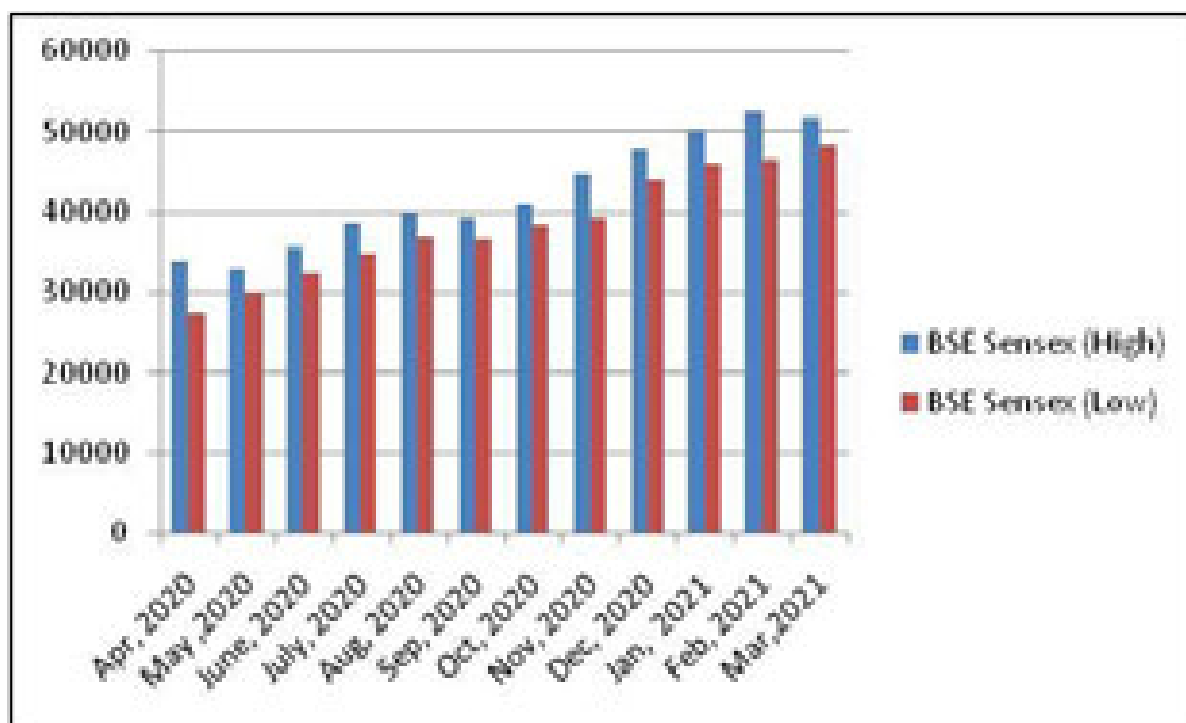
1.	Annual General Meeting Day, Date & Time Venue	The Annual General Meeting shall be held through Video Conference or Other Audio Visual Means ("VC/OAVM") on 31st August, 2021 at 11.30 A.M. The registered office of the company situated at "Bikaner Building, 8/1, Lal Bazar Street, 3rd Floor, Room No.9, Kolkata 700001 shall be deemed to be the venue of the meeting
2.	Financial Calendar (Tentative) Financial Year Results for the Quarter ended June 30, 2021 September 30, 2021 December 31, 2021 March 31, 2022	April 1, 2021 to March 31, 2022  On or before 14th August, 2021 On or before 14th November, 2021 On or before 14th February, 2021 On or before 30th May, 2022
3.	Listing Details	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 Website: www.bseindia.com
4.	Stock Code	Scrip Code: 533608 ISIN: INE123M01017 CIN: L36999WB1995PLC074860
5.	Registrar & Share Transfer Agent	M/s Niche Technologies Pvt Ltd 3A, Auckland Place, 7th Floor, Room No.7A & 7B, Kolkata Phone No: 033-2280-6616, Fax No: 033-2215-6823 E-mail: nichetechpl@nichetechpl.com Contact Person: Mr. S. Abbas (Sr. Manager-Systems)
6.	Compliance Officer	Mrs. Shradha Jalan "Bikaner Building" 8/1, Lal Bazar Street, 3rd Floor, Room No. 9 Kolkata- 700001 Phone No: 033 44500500 E-mail: shradhajalan@rdbindia.com

7.	Depository System	As on 31st March, 2021 a total of 16,074,640 Equity Shares of the Company representing 90.74% of the total Equity Share Capital were held in Dematerialised Form.
8.	Investor complaint to be addressed to	Niche Technologies Pvt Ltd (RTA) or Mrs. Shradha Jalan (Compliance Officer)
9.	E-mail ID of Grievance Redressal Division	investor.rasayans@rdbindia.com
10.	Payment of Listing Fees	Annual listing fee for the year 2019-20 has been paid by the Company to BSE
11.	Depositories	National Securities Depository Limited Trade World, Kamala Mills Compound, Lower Parel, Mumbai- 400 013 Website: www.nsdl.co.in
		Central Depository Services (India) Limited P. J. Towers, 17th Floor, Dalal Street, Fort, Mumbai- 400 001 Website: www.cdslindia.com
12.	Payment of Depository Fees	Annual custody / Issuer fee for the year 2020-21 and 21-22 has been paid by the Company to CDSL and NSDL
13.	Outstanding Warrants, GDRs/ADRs and Convertible Bonds, Conversion date and likely impact on equity	Not Applicable
14.	Foreign exchange risk and hedging activities	Not Applicable

#### Market Price Data

The monthly high and low share price data at the Bombay Stock Exchange Limited for the period April, 2020 to March, 2021:

Month	Share Price (High) Rs	Share Price (Low) Rs	BSE Sensex (High)	BSE Sensex (Low)
Apr, 2020	44.00	29.00	33887.25	27500.79
May, 2020	42.70	30.30	32845.48	29968.45
June, 2020	42.30	30.00	35706.55	32348.10
July, 2020	46.80	34.30	38617.03	34927.20
Aug, 2020	48.75	34.00	40010.17	36911.23
Sep, 2020	40.00	35.00	39359.51	36495.98
Oct, 2020	40.60	34.35	41048.05	38410.20
Nov, 2020	52.90	32.25	44825.37	39334.92
Dec, 2020	56.60	42.00	47896.97	44118.10
Jan, 2021	62.95	49.00	50184.01	46160.46
Feb, 2021	62.70	50.00	52516.76	46433.65
Mar, 2021	72.10	50.10	51821.84	48236.35



### Share Transfer System

The activities and compliance related to share transfer is managed by M/s. Niche Technologies Pvt Ltd, Registrar & Transfer Agent (RTA) of the Company. The Company's registrar processes transfer/transmission/dematerialization/rematerialization/duplicate issue requests etc within statutory time limits. As notified by SEBI, effective from 1st April, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities of the Company are not processed unless the same are held in dematerialized form with a depository.

A summary of the transfer, transmissions, dematerialization, re-materialization, etc. is placed before the Board at each meeting. The Company obtains a half yearly certificate from a Practising Company Secretary on compliance regarding share transfer formalities and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of the Listing Regulations.

### Share Capital Audit

As per SEBI (Depositories & Participants) Regulation, 2003, certificate of Share Capital Audit issued by a Practising Company Secretary, confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL & CDSL, is placed before the Board on a quarterly basis and also submitted to the stock exchanges.

### Distribution of Shareholding as on 31st March, 2021

#### ▪ By size:

Range of Shares	Number of Shareholders	% of Shareholders	No. of Shares	% of Shares
Up to 500	3047	82.8214	379669	2.1434
501-1000	278	7.5564	230655	1.3020
1001-5000	257	6.9856	639290	3.6088
5001-10000	40	1.0873	303435	1.7129
10001-50000	44	1.1960	819272	4.6248
50001-100001	2	0.0544	137599	0.7767
100001- above	11	0.2990	15204850	85.8313
<b>Total</b>	<b>3679</b>	<b>100.00</b>	<b>17,714,800</b>	<b>100</b>

#### ▪ By Category:

Category	Number of Shares	% to Total
Promoter and Promoter Group	12884084	72.731
Banks, Financial Institution etc.	Nil	Nil
Corporate Bodies	2176606	12.287
Indian Public/HUF	2536001	14.316
NRI's	55876	0.315
Clearing Members	49047	0.277
Foreign Portfolio Investor	0	0
IEPF Authority	13186	0.074
<b>Total</b>	<b>17,714,800</b>	<b>100</b>

### Details of Shares held by Directors as on 31st March, 2021

Name of Director	No. of Equity Shares	% of Total Holding
*Sri Shanti Lal Baid	398,985*	2.252
Sri. Sandeep Baid	902,695	5.096
Sri Subrata Dutta	Nil	Nil
Sri. Sharad Kumar Bachhawat	Nil	Nil
Smt Pragya Baid	Nil	Nil
Sri Abhay Bharat Kumar Doshi	Nil	Nil
<b>Total</b>	<b>1301680</b>	<b>7.348</b>

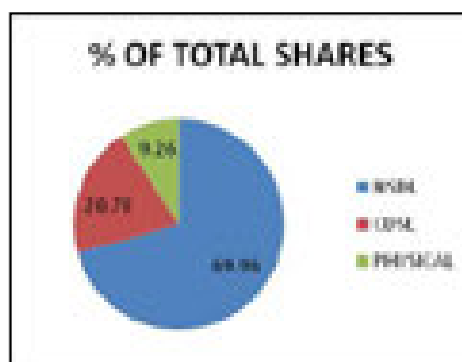
\*includes 22,384 shares of Shanti Lal Baid (HUF)

### Dematerialisation of Shares and liquidity

As on 31st March, 2021 a total of 16,074,643 Equity Shares of the Company representing 90.74% of the total Equity Share Capital were held in Dematerialized Form.

The bifurcation of shares held in Physical and Demat Form as on 31st March, 2021 is given below:

Status of Dematerialisation	No. of Shares	% of Total Shares
Shares held in NSDL	1,23,93,004	69.96
Shares held in CDSL	36,81,639	20.78
Shares held in Physical Form	16,40,157	9.26



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

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

### Transfer of Unclaimed amounts to Investor Education and Protection Fund

The Company is required to transfer dividends which have remained unpaid/ unclaimed for a period of seven years to the Investor Education & Protection Fund established by the Government. During financial year 2021-22, dividend for the year 2013-14 declared at the AGM of the Company held on 05.09.2014 which have remained Unpaid/ unclaimed on respective due date i.e. 10.10.2021, will be transferred to the IEPF Authority.

In terms of Section 124 and 125 of the Companies Act, 2013 read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, dividend, if not claimed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further all Shares in respect of which dividends has remained unpaid/ unclaimed for a consecutive period of seven years or more will also be transferred to the IEPF Authority. As required under the said Rules, the Company shall publish Notices in the newspapers inviting the Members attention to the aforesaid Rules. The Company will also send out individual communication to the concerned Members whose shares are liable to be transferred to IEPF Account, pursuant to the said Rules to take immediate action in the matter. Further, it may also be noted that in terms of Section 124(6) and 125(3) of the Companies Act, 2013 read with Rule 7 of the IEPF Rules, shares and dividends which have been transferred to the IEPF Authority may be claimed by making an online application in Form No. IEPF-5, which is available at [www.iepf.gov.in](http://www.iepf.gov.in).

Financial Year	Amount of Unclaimed Dividend Transferred	No. of Shares Transferred
2012-13	44,333	1960

**Plant Location:**  
**RDB Rasayans Limited**  
126, Basudevapur,  
HPL Link Road,  
Haldia- 721 602,  
Dist. Purba Medinipur,  
West Bengal

**Address for Correspondence:**  
**Registered office**  
**RDB Rasayans Limited**  
Bikaner Building, 8/1 Lal Bazar Street,  
3rd Floor, Room No 9,  
Kolkata- 700 001  
Website: [www.rdbgroup.in](http://www.rdbgroup.in)

For and on behalf of the Board  
**RDB Rasayans Ltd**

Place: Kolkata  
Date: 25th day of June, 2021

**Shanti Lal Baid**  
**Chairman & Managing Director**

## DECLARATION ON CODE OF CONDUCT

This is to confirm that the Board of Directors of the Company has laid down a Code of Conduct for its members and senior management personnel of the Company. The same has also been posted on the Company's website. It is further confirmed that all the Directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the Financial Year ended 31st March, 2021 as envisaged under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For RDB Rasayans Ltd

Dated: the 25th Day of June, 2021

**Shanti Lal Baid**  
Managing Director

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members of  
M/s RDB Rasayans Ltd.  
8/1 Lal Bazar Street, Bikaner Building,  
3rd Floor, Room No. 9  
Kolkata: 700001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s RDB Rasayans Ltd.** having CIN: **L36999WB1995PLC074860** and having registered office at **8/1 Lal Bazar Street, Bikaner Building, 3rd Floor, Room No. 9, Kolkata: 700001** (hereinafter referred to as 'the Company'), as produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its Officers, I hereby Certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors by the Securities & Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

Sl. No.	Name of Director	DIN	Designation	Date of Original Appointment
1.	SHANTI LAL BAID	00056776	Managing Director	01/08/2001
2.	SANDEEP BAID	00557018	Whole-time Director	10/04/2008
3.	PRAGYA BAID	06622497	Non-executive Women Director	15/07/2014
4.	SHARAD KUMAR BACHHAWAT	05161130	Independent Director	08/08/2012
5.	ABHAY DOSHI	06428170	Independent Director	28/05/2015
6.	SUBRATA DUTTA	08051343	Independent Director	12/01/2018

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on my verification. This certificate 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.

**Mausami Sengupta**  
Practicing Company Secretary  
M.No.: A28678  
C.P. No.: 24059  
UDIN: A028678C000511666

**Date: 25th June 2021**  
**Place: Kolkata**

## CEO/CFO CERTIFICATION

To,  
The Board of Directors,  
RDB Rasayans Limited,  
Bikaner Building,  
8/1 Lal Bazar Street,  
3rd Floor,  
Kolkata-700001

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee that:
- (1) there has not been any significant change in internal control over financial reporting during the year;
  - (2) there has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - (3) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For RDB Rasayans Limited

For RDB Rasayans Limited

Place: Kolkata  
Date: 25th June, 2021

**Shanti Lal Baid**  
**Managing Director & Chief Executive Officer**

**Bidhan Neogi**  
**Chief Financial Officer**

## PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members of,  
M/s RDB Rasayans Ltd.  
8/1 Lal Bazar Street, Bikaner Building,  
3rd Floor, Room No. 9  
Kolkata: 700001

1. I, Mausami Sengupta, Practicing Company Secretary, have examined the compliance of conditions of Corporate Governance by M/s **RDB Rasayans Ltd.** (hereinafter referred to as "**the Company**"), for the year ended on 31st March 2021 as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**the Listing Regulations**").

### Managements' Responsibility

2. The compliance of the conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

### My Responsibility

3. My examination is limited to review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with conditions of the Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

### Opinion

4. In my opinion, and to best of my information and according to explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended on March 2021.
5. I further state that such compliance is neither 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.

Mausami Sengupta  
Practicing Company Secretary  
M.No.: A28678  
C.P. No.: 24059  
UDIN: A028678C000511666

Date: 25th June 2021  
Place: Kolkata

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RDB RASAYANS LIMITED

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

### Opinion

- We have audited the accompanying financial statements of RDB RASAYANS LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows, the Statement of Changes in Equity for the year then ended on that date and notes to the financial statements including a summary of significant accounting policies and other explanatory information (herein after referred to as "Financial Statements").

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 Companies Act, 2013 ("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, 2021, its profit (including Other Comprehensive Loss), Changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

- We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

- Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No	Key Audit Matter	Auditor's Response
1.	<b>Recoverability of Indirect tax receivables</b> As at March 31, 2021, other assets includes input credits and indirect taxes recoverable which are pending adjudication/ adjustment.	<b>Principal Audit Procedures</b> With the assistance of internal tax specialists who have knowledge of relevant tax regulations, we assessed management's processes and tested internal controls implemented for the identification, recognition and measurement of tax positions. As part of our audit procedures for uncertain tax positions, we evaluated whether management's assessment of the tax effect of significant business transactions and events in current fiscal year, which could result in uncertain tax provisions or impact the measurement of existing uncertain tax positions comply with the applicable tax laws.
2.	<b>Contingent Liabilities</b> The Company operates in a complex tax environment and is required to discharge direct and indirect tax obligations under various legislations such as Income Tax Act, 1961, the Finance Act, 1994, Goods and Services Tax Acts and VAT Acts of various states. The tax authorities under these legislations have raised certain tax demands on the Company in respect of the past periods. The Company has disputed such demands and has appealed against them at appropriate forums. As at March 31, 2021 the Company has an amount of Rs 185.70	<b>Principal Audit Procedures</b> In assessing the exposure of the Company for the tax litigations, we have performed the following procedures: <ul style="list-style-type: none"> <li>Obtained an understanding of the process laid down by the management for performing their assessment taking into consideration past legal precedents, changes in laws and regulations, expert opinions obtained from external tax/legal experts (as applicable);</li> <li>Assessed the processes and entity level controls established by the Company to ensure completeness of information with respect to tax litigations;</li> </ul>

Sr. No	Key Audit Matter	Auditor's Response
	<p>lakhs involved in various pending tax litigations.</p> <p>Ind AS 37 requires the Company to perform an assessment of the probability of economic outflow on account of such disputed tax matters and determine whether any particular obligation needs to be recorded as a provision in the books of account or to be disclosed as a contingent liability. Considering the significant degree of judgement applied by the management in making such assessments and the resultant impact on the financial statements, we have considered it to be an area of significance for our audit.</p>	<ul style="list-style-type: none"> <li>Along with our tax experts, we undertook the following procedures:</li> <li>Reading communications with relevant tax authorities including notices, demands, orders, etc., relevant to the ending litigations, as made available to us by the management;</li> <li>Testing the accuracy of disputed amounts from the underlying communications received from tax authorities and responses filed by the Company;</li> <li>Considered the submissions made to appellate authorities and expert opinions obtained by the Company from external tax / legal experts (wherever applicable) which form the basis for management's assessment;</li> <li>Assessed the positions taken by the management in the light of the aforesaid information and based on the examination of the matters by our tax experts.</li> <li>Read the disclosures included in the Standalone Ind AS Financial Statements in accordance with Ind AS 37.</li> </ul>

#### Other Information

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis; Board's Report including Annexures to Board Report, Corporate Governance and Shareholders' Information but does not include the financial statements and our auditor's report thereon. The aforesaid documents are expected to be made available to us after the date of this auditor's report.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.
- When we read the aforesaid documents, if we conclude that there is a material misstatement therein, we are required to communicate the matters to those charged with governance.

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

- The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity 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. 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

- In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
- The Board of Directors are also responsible for overseeing the company's financial reporting process.

#### Auditor's Responsibility for the Audit of the Financial Statements

- Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
- As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the

financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
  14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
  15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matters or when we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.
  16. Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

#### Report on Other Legal and Regulatory Requirements

17. As required by the Companies (Auditor's Report) Order, 2016 ("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, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

18. 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 (including other comprehensive income) and the Cash Flow Statement, Statement of Changes in Equity 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 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
 

According to the information and explanations given to us and the records of the company examined by us, total managerial remuneration paid as reflected in the financial statements for the year ended 31st March 2021 are in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note 34 of the financial statements
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **L. B. Jha & Co.**  
**Chartered Accountants**  
**Firm Registration No : 301088E**

**(S. Tibrewal)**  
**Partner**  
**(Membership number 300388)**  
**UDIN : 21300388AAAACZ1866**

Place : Kolkata  
 Date : 25.06.2021

## ANNEXURE- A: TO THE INDEPENDENT AUDITOR'S REPORT

### To the Members of RDB RASAYANS LIMITED

[Referred to in paragraph 17 of the Auditors' Report of even date]

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of Property, plant and equipments.
- (b) As explained to us, the company has a system of verifying all its major Property, Plant & Equipments according to the phased programme designed to cover all the items which considering the size and nature of operations of the company appears to be reasonable. The Property, Plant & Equipments so scheduled for verification during this year have been physically verified. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of accounts.
- (c) The title deeds of immovable properties are held in the name of the company.
2. The inventory (excluding stock lying with third parties) has been physically verified by the management at regular intervals. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account. In respect of the inventory lying with the third parties, these have been substantially confirmed by them.
3. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013. Hence clause is not applicable.
4. According to the records of the company examined by us and according to the information and explanations given to us, in our opinion the company has not granted any loan to any parties covered u/s 185 of the Companies Act, 2013. Further loan granted u/s 186 of the Companies Act, 2013 are in compliance with the relevant section. The company have not given any guarantees or security nor has made any investments covered under the provisions of section 185 and 186 of the Companies Act, 2013.
5. The Company has not accepted any deposits and directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable.
6. We have broadly reviewed the books of accounts maintained by the Company pursuant to the order made by the Central Government for the maintenance of cost records under section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, carried out any detailed examination of such records and accounts.
7. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of customs, goods and services tax, cess and any other statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of statutory dues, as at 31st March 2021 which has not been deposited on account of a dispute are as follows-

Name of the statute	Nature	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	50.36	2012-13	CIT Appeal
Income Tax Act, 1961	Income Tax	59.79	2014-15	CIT Appeal
Income Tax Act, 1961	Income Tax	2.90	2016-17	CIT Appeal
Income Tax Act, 1961	Income Tax	5.65	2017-18	CIT Appeal
Central Excise Act ,1944	Excise	2.34	2013-14 to 2017-18	Appellate Tribunal
Central Excise Act ,1944	Penalty	2.60		
Central Excise Act ,1944	Excise	22.21	2013-14	Commissioner (Appeal)
Central Excise Act ,1944	Penalty	24.01		
Central Excise Act ,1944	Excise	0.44	2007-08 to 2011-12	Appellate Tribunal
Central Excise Act ,1944	Excise	0.57		

8. According to the information and explanation given to us and the records of the Company examined by us, the Company has not defaulted in repayment of dues of any of loans or borrowings to any banks.  
The Company has neither taken any loan from financial institutions or Government nor issued any debentures.
9. The Company has neither raised any money by public issues of shares or debentures nor obtained any term loans during the year.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company nor on the company by its officers/employees has been noticed or reported during the year, nor have we been informed of such case by the management.
11. According to the information and explanations given to us and the records of the company examined by us, total managerial remuneration paid as reflected in the financial statements for the year ended 31st March 2021 are in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
12. The related statutes are not applicable as the Company is not a Nidhi Company.
13. According to the information and explanations given to us and the records of the Company examined by us, the company has complied with the requirements of sections 177 and 188 of the Act with respect to its transactions with the related parties. Pursuant to the requirement of the applicable Accounting Standard, details of the related party transactions have been disclosed in Note 36 of the financial statements for the year under audit.
14. The Company has neither made any preferential allotment of shares nor fully or partly convertible debentures during the year under audit.
15. According to the information and explanations given to us and the records of the Company examined by us, the Company has not entered into any non-cash transactions, with any director of the Company and the holding company or persons connected with them, involving acquisition of assets by or from them for consideration other than cash.
16. In our opinion, and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **L. B. Jha & Co.**  
**Chartered Accountants**  
**Firm Registration No : 301088E**

**(S. Tibrewal)**  
**Partner**  
**(Membership number 300388)**  
**UDIN : 21300388AAAACZ1866**

Place : Kolkata  
Date : 25.06.2021

## ANNEXURE- B TO THE INDEPENDENT AUDITOR'S REPORT

### To the Members of RDB RASAYANS LIMITED

[Referred to in paragraph 18 (f) of the Independent Auditor's Report of even date]

#### Report on the Internal Financial Control under Clause (i) of Sub-sections 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls over financial reporting of **RDB RASAYANS LIMITED** ("the Company") as of 31st March, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Control

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

#### Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the "Guidance Note" and the Standard on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material Weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedure selected depends on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statement, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Control over Financial Reporting

6. A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding

the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

- 1) Pertains to the maintenance of the records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the Company are being made only in accordance with authorization of management and directors of company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Control over Financial Reporting

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

#### Opinion

8. In our opinion and based on audit tests performed in our audit of the financial statements for the year ended 31st March 2021, the Company has, in all material respect, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2021. The Company had established informal practices which are effective in having a proper internal control over financial reporting. A formal system of internal control over financial reporting criteria needs to be established by the Company considering the essential components of internal control as stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting, issued by the Institute of Chartered Accountants of India.
9. We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the 31st March, 2021 financial statements of the Company and these material weakness does not affect our opinion on the financial statements of the Company.

For **L. B. Jha & Co.**  
Chartered Accountants  
Firm Registration No : 301088E

(S. Tibrewal)  
Partner  
(Membership number 300388)  
UDIN : 21300388AAAACZ1866

Place : Kolkata  
Date : 25.06.2021

## Audited Standalone Balance Sheet as at 31st March 2021

Amount in Rs.

	Note	As at 31st March 2021	As at 31st March 2020
<b>ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment	4	12,42,16,110	12,65,20,610
(b) Right of Use	4	30,97,555	31,06,959
(c) Capital Work In Progress	4	1,27,61,507	48,19,853
(d) Financial assets			
(i) Other financial assets	5	1,93,79,595	1,94,40,790
<b>Total Non-current assets</b>		<b>15,94,54,767</b>	<b>15,38,88,212</b>
<b>(2) Current assets</b>			
(a) Inventories	7	2,28,77,642	2,03,42,049
(b) Financial assets			
(i) Investments	8	21,69,95,783	21,77,35,061
(ii) Trade receivables	9	15,74,76,894	12,97,29,291
(iii) Cash and cash equivalents	10	6,60,16,676	13,86,659
(iv) Bank balances other than cash and cash equivalents above	11	1,60,38,273	93,98,547
(v) Loans	12	59,09,99,998	47,65,00,000
(vi) Other financial assets	5	11,57,68,436	7,40,51,259
(c) Other current assets	6	5,56,50,552	6,03,45,032
<b>Total Current assets</b>		<b>1,24,18,24,254</b>	<b>98,94,87,898</b>
<b>TOTAL ASSETS</b>		<b>1,40,12,79,021</b>	<b>1,14,33,76,110</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	13	17,71,48,000	17,71,48,000
(b) Other equity	14	98,17,22,470	79,16,73,578
<b>Total Equity</b>		<b>1,15,88,70,470</b>	<b>96,88,21,578</b>
<b>Liabilities</b>			
<b>(1) Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	15	—	79,46,017
(ii) Other financial liabilities	20	3,70,380	3,19,627
(b) Provisions	16	58,43,378	50,93,629
(c) Deferred tax liabilities (net)	17	2,12,91,259	2,38,01,025
<b>Total Non-current liability</b>		<b>2,75,05,017</b>	<b>3,71,60,298</b>
<b>(2) Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	15	9,02,05,183	1,62,81,352
(ii) Trade payables			
- total outstanding dues of micro enterprises and small enterprises;	19	—	—
- total outstanding dues other than micro enterprises and small enterprises	19	2,84,97,141	5,46,89,395
(iii) Other financial liabilities	20	98,34,737	1,10,09,988
(b) Other current liabilities	18	52,86,986	44,26,572
(c) Current tax liabilities	21	8,07,40,000	5,06,71,000
(d) Provision	16	3,39,487	3,15,927
<b>Total Current liabilities</b>		<b>21,49,03,534</b>	<b>13,73,94,234</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,40,12,79,021</b>	<b>1,14,33,76,110</b>
<b>Significant accounting policies</b>	3		

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For **L B JHA & CO**

Chartered Accountants

Firm Registration No: 301088E

**Shradha Jalan**  
(Company Secretary)

For and on behalf of the Board

**Shanti Lal Baid**  
Managing Director  
DIN: 00056776

**Saurabh Tibrewal**  
(Partner)  
Membership No: 300388  
Place: Kolkata  
Dated: The 25th day of June, 2021

**Bidhan Neogi**  
(Chief Financial Officer)

**Sandeep Baid**  
Whole time Director  
DIN: 00557018

## Audited Standalone Statement of Profit and Loss for the year ended 31st March 2021

Amount in Rs.

	Note	Year ended 31st March 2021	Year ended 31st March 2020
I Revenue from operations	22	92,39,03,759	89,78,11,970
II Other income	23	9,72,42,109	10,44,91,327
<b>III Total income (I + II)</b>		<b>1,02,11,45,868</b>	<b>1,00,23,03,297</b>
<b>IV Expenses</b>			
Cost of materials consumed	24	52,62,57,194	55,81,90,840
Purchase of stock-in-trade	25	12,10,100	6,00,705
Changes in inventories of finished goods and and work-in-progress	26	33,71,185	3,46,70,870
Employee benefits expense	27	9,92,99,077	9,76,12,050
Finance costs	28	30,47,686	1,25,61,069
Depreciation and amortisation expense	4	1,14,29,303	1,15,39,417
Other expenses	29	10,83,47,431	11,09,44,603
<b>Total expenses (IV)</b>		<b>75,29,61,976</b>	<b>82,61,19,554</b>
<b>V Profit/ (loss) before tax (III-IV)</b>		<b>26,81,83,892</b>	<b>17,61,83,743</b>
<b>VI Tax expense:</b>			
Current tax		8,07,40,000	5,06,71,000
Deferred tax		(25,09,766)	98,92,015
For Earlier Years		(1,13,774)	4,82,535
<b>VII Profit / (loss) for the period (V-VI)</b>		<b>19,00,67,432</b>	<b>11,51,38,193</b>
<b>Other comprehensive income (net of tax)</b>			
<b>A. Items that will not be reclassified to profit or loss</b>			
(a) Remeasurements of defined benefit liability/ (asset)		(26,157)	(6,41,182)
(b) Income taxes relating to items that will not be reclassified to profit or loss		7,617	1,86,712
<b>Net other comprehensive income not to be reclassified subsequently to profit or loss</b>		<b>(18,540)</b>	<b>(4,54,470)</b>
<b>B. Items that will be reclassified to profit or Loss</b>			
<b>Net other comprehensive income to be reclassified subsequently to profit or loss</b>		<b>-</b>	<b>-</b>
<b>VIII Other comprehensive income</b>		<b>(18,540)</b>	<b>(4,54,470)</b>
<b>IX. Total comprehensive income for the year (VII+VIII)</b>		<b>19,00,48,892</b>	<b>11,46,83,723</b>
<b>X. Earnings per equity share</b>	<b>31</b>		
[Face value of equity share Rs. 10 each (previous year Rs. 10 each)]			
- Basic		10.73	6.50
- Diluted		10.73	6.50
<b>Significant accounting policies</b>	<b>3</b>		

*The accompanying notes form an integral part of these financial statements*

As per our report of even date attached

For and on behalf of the Board

For **L B JHA & CO**

Chartered Accountants

Firm Registration No: 301088E

**Shradha Jalan**

(Company Secretary)

**Shanti Lal Baid**

Managing Director

DIN: 00056776

**Saurabh Tibrewal**

(Partner)

Membership No: 300388

Place: Kolkata

Dated: The 25th day of June , 2021

**Bidhan Neogi**

(Chief Financial Officer)

**Sandeep Baid**

Whole time Director

DIN: 00557018

## Statement of Cash Flows for the year ended 31st March 2021

Amount in Rs.

	Year ended 31-03-2021		Year ended 31-03-2020	
	(Amt in Rs.)	(Amt in Rs.)	(Amt in Rs.)	(Amt in Rs.)
<b>A. Cash Flows from Operating Activities</b>				
<b>Net Profit/(Loss) before tax</b>		<b>26,81,83,892</b>		<b>17,61,83,743</b>
Adjustment for:				
Depreciation	1,14,29,303		1,15,39,417	
Interest expense	30,47,686		1,25,61,069	
Provision for Employee Benefits	9,31,421		6,34,486	
Bad Debts	5,67,409		4,09,351	
Sundry Balance Written off	9,56,013		33,70,718	
Net Gain on fair valuation of financial instruments	(70,66,081)		(1,10,86,503)	
Profit on sale of investments	(14,13,964)		(4,50,239)	
Foreign exchange fluctuation gains	(15,47,106)		(28,79,791)	
Interest Income	(8,39,70,238)		(8,72,93,178)	
		<b>(7,70,65,557)</b>		<b>(7,31,94,670)</b>
<b>Operating cash flows before working capital changes</b>		<b>19,11,18,335</b>		<b>10,29,89,073</b>
Working capital adjustments:				
(Increase)/Decrease in Inventories	(25,35,593)		4,87,56,191	
(Increase)/Decrease in Loans and Advances	(11,44,99,998)		(5,10,00,000)	
(Increase)/Decrease in Trade Receivables	(2,77,23,919)		(1,17,55,888)	
(Increase)/Decrease in Other Assets	46,45,175		(55,28,487)	
Increase/(Decrease) in Trade Payables	(2,61,92,254)		(1,83,90,028)	
Increase/(Decrease) in Other Liabilities	(3,63,616)		(48,88,599)	
		<b>(16,66,70,205)</b>		<b>(4,28,06,811)</b>
<b>Cash generated from operations</b>		<b>2,44,48,130</b>		<b>6,01,82,262</b>
Income tax paid (net)		<b>(5,05,49,609)</b>		<b>(3,69,30,232)</b>
<b>Net Cash from / (used in) Operating Activities (A)</b>		<b>(2,61,01,479)</b>		<b>2,32,52,030</b>
<b>B. Cash Flows from Investing Activities</b>				
Capital Expenditure on Property, plant and equipment	(1,70,57,053)		(1,33,97,624)	
(Increase)/Decrease in Fixed Deposits	(66,39,726)		22,29,02,036	
Net (Purchase) / Sale of Investment	92,19,323		(20,42,09,932)	
Interest Income	4,23,63,561		7,83,95,579	
		<b>2,78,86,105</b>		<b>8,36,90,059</b>
<b>C. Cash Flow from Financing Activities</b>				
Net Proceeds from Long Term Borrowings	(79,46,017)		(89,90,899)	
Increase/ (Decrease) in Short-term Borrowings	7,39,23,831		(8,52,42,764)	
Interest Paid	(31,32,423)		(1,26,63,195)	
		<b>6,28,45,391</b>		<b>(10,68,96,858)</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (A + B + C)</b>		<b>6,46,30,017</b>		<b>45,231</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>		<b>13,86,659</b>		<b>13,41,428</b>
<b>Cash and Cash Equivalents at the end of the year</b>		<b>6,60,16,676</b>		<b>13,86,659</b>
(Refer Note No. 10 to the Accounts)				

Note :

- Statement of Cash Flow has been prepared under the indirect method as set out in Ind AS - 7 specified under section 133 of the Companies Act, 2013
- Acquisition of property, plant and equipment includes movements of capital work-in-progress (including capital advances) during the year.
- Figures in brackets indicate cash outflow.

Significant accounting policies

3

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board

For L B JHA & CO

Chartered Accountants

Firm Registration No: 301088E

Shradha Jalan

(Company Secretary)

Shanti Lal Baid

Managing Director

DIN: 00056776

Saurabh Tibrewal

(Partner)

Membership No: 300388

Place: Kolkata

Dated: The 25th day of June , 2021

Bidhan Neogi

(Chief Financial Officer)

Sandeep Baid

Whole time Director

DIN: 00557018

## Statement of Changes in Equity for the year ended 31st March 2021

(Amount in Rs.)

### A. Equity share capital

Equity shares of Rs. 10 each issued, subscribed and full paid

Particulars	Number	Amount
Balance as at 1st April 2020	1,77,14,800	17,71,48,000
Changes in equity share capital during the year	-	-
Balance as at 31st March 2021	1,77,14,800	17,71,48,000

### B. Other equity

Particulars	Reserves and surplus		Total
	Securities Premium	Retained earnings	
Balance as at 1st April 2019	31,05,00,000	36,64,89,855	67,69,89,855
Profit or Loss	-	11,51,38,193	11,51,38,193
Other comprehensive income (net of tax)	-	(4,54,470)	(4,54,470)
<b>Total comprehensive income for the year</b>	-	<b>11,46,83,723</b>	<b>11,46,83,723</b>
Dividend	-	-	-
Income tax on dividend paid	-	-	-
Transfer from retained earnings	-	-	-
Other adjustments	-	-	-
<b>Balance as at 31st March 2020</b>	<b>31,05,00,000</b>	<b>48,11,73,578</b>	<b>79,16,73,578</b>
Profit or Loss	-	19,00,67,432	19,00,67,432
Other comprehensive income (net of tax)	-	(18,540)	(18,540)
<b>Total comprehensive income</b>	-	<b>19,00,48,892</b>	<b>19,00,48,892</b>
Dividend	-	-	-
Income tax on dividend paid	-	-	-
Transfer from retained earnings	-	-	-
Other adjustments	-	-	-
<b>Balance at 31st March 2021</b>	<b>31,05,00,000</b>	<b>67,12,22,470</b>	<b>98,17,22,470</b>

### Significant accountig policies

*The accompanying notes form an integral part of these financial statements*

As per our report of even date attached

For and on behalf of the Board

For **L B JHA & CO**

Chartered Accountants

Firm Registration No: 301088E

**Shradha Jalan**

(Company Secretary)

**Shanti Lal Baid**

Managing Director

DIN: 00056776

**Saurabh Tibrewal**

(Partner)

Membership No: 300388

Place: Kolkata

Dated: The 25th day of June , 2021

**Bidhan Neogi**

(Chief Financial Officer)

**Sandeep Baid**

Whole time Director

DIN: 00557018

## 1 Company Overview

RDB Rasayans Limited ("the Company") is a listed company incorporated in India on 13th October, 1995 having its registered office at Bikaner Building, 8/1 Lal Bazar Street, 3rd Floor, Room No. 9, Kolkata-700001. The Company is principally engaged in the business of manufacturing Polymer-based Woven Bags & Flexible Intermediate Bulk Container (Jumbo Bags). The Company's equity shares are listed on the Bombay Stock Exchange (BSE) since 2011.

## 2 Basis of preparation

### a) Statement of Compliance

These financial statements are prepared in accordance with the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing standard requires a change in the accounting policy hitherto in use.

### b) Functional and presentation currency

The financial statements are presented in Indian Rupees ('Rs') which is Company's presentation currency. The functional currency of the Company is also Indian Rupees ('Rs').

### c) Basis of measurement

The financial statements have been prepared on historical cost convention on the accrual basis, except for the following items: (i) Certain financial assets and financial liabilities measured at fair value; (ii) Employee's defined benefit plan as per actuarial valuation. Fair value is the price that would be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

### d) Use of judgments and estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

## Critical accounting judgements and key sources of estimation uncertainty: Key assumptions -

### (i) Useful lives of Property, plant and equipment:

The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of the assets.

### (ii) Fair value measurement of financial instruments:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using certain valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

### (iii) Defined benefit plans:

The cost of the defined benefit plan includes gratuity and the present value of the gratuity obligation are determined using actuarial valuations using projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

### (iv) Recognition and measurement of provisions and contingencies:

The certain key assumptions about the likelihood and magnitude of an outflow of resources. Provision is towards known contractual obligation, litigation cases and pending assessments in respect of taxes, duties and other levies, if any, in respect of which management believes that there are present obligations and the settlement of such obligations are expected to result in outflow of resources, to the extent provided for.

### e) Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as

follows.- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

### 3 Significant accounting policies

#### a) Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

#### b) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### i. Financial Assets

###### Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Trade receivables are initially measured at transaction price. Regular way purchase and sale of financial assets are accounted for at trade date.

###### Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

- Amortised cost
- Fair value through other comprehensive income (FVTOCI)
- Fair value through profit or loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

###### Financial assets at amortised cost

A financial asset is measured at amortised cost if it is held within a

business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The effective interest rate (EIR) amortisation is included in finance income in the profit or loss.

###### Financial assets at FVTOCI

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

###### Financial assets at FVTPL

A financial asset which is not classified in any of the above categories are measured at FVTPL. Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit & Loss.

#### Other equity investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

#### Derecognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109.

##### ii. Financial liability

###### Initial recognition and measurement

Financial liabilities are initially recognised at fair value plus any transaction cost that are attributable to the acquisition of the financial liabilities except financial liabilities at fair value through profit or loss which are initially measured at fair value.

###### Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in following categories:

- Financial liabilities through profit or loss (FVTPL)
- Financial liabilities at amortised cost

###### Financial liabilities through FVTPL

A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair

value and net gains and losses, including any interest expense, are recognised in profit or loss.

#### Financial liabilities at amortised cost

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and any gain or loss on derecognition are recognised in profit or loss. Interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximates fair value due to the short maturity of these instruments.

#### **Derecognition**

A financial liability (or a part of a financial liability) is derecognised from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

#### **iii. Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

#### **c) Property, Plant and Equipment**

##### **i. Recognition and measurement**

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Borrowing costs directly attributable to the acquisition or construction of those qualifying property, plant and equipment, which necessarily take a substantial period of time to get ready for their intended use, are capitalised. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate components of property, plant and equipment.

Assets retired from active use and held for disposal are stated at the lower of their net book value and net realisable value and shown under 'Other current assets'. A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal. Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss. Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are

considered as pre-operative expenses and disclosed under Capital Work-in-Progress.

##### **ii. Subsequent expenditure**

Subsequent expenditure is capitalized only when it is probable that the future economic benefits associated with the expenditure will flow to the Company. Ongoing repairs and maintenance are expensed as incurred.

##### **iii. Depreciation and amortisation**

Depreciation and amortisation for the year is recognised in the Statement of Profit and Loss. Depreciation on fixed assets are provided on straight line method over the useful lives of assets, at the rates and in the manner specified in Part C of Schedule II of the Act. Freehold land is not depreciated. Leasehold land (includes development cost) is amortised on a straight line basis over the period of respective lease, except land acquired on perpetual lease. Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted as appropriate.

##### **d) Intangible Assets**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Estimated useful life of the Computer Software is 5 years.

##### **e) Inventories**

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition. Cost of raw materials is determined on FIFO basis. Value of stores and spares, packing materials, trading and other products are determined on weighted average basis.

##### **f) Impairment**

##### **i. Impairment of non-financial assets**

The Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest Company of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual

asset, the Company estimates the recoverable amount of the CGU to which the asset belongs. An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

#### g) Employee Benefits

##### i. Short-term employee benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

##### ii. Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company makes specified monthly contributions towards Provident Fund. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

##### iii. Defined benefit plans

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972. The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services. Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

#### h) Provisions (other than for employee benefits)

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

#### i) Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the company and the revenue can be reliably

measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Revenue from the sale of goods is recognised when the goods have been delivered and title have been passed. No revenue is recognised if there are significant uncertainties regarding recovery of the amount due, associated costs or the possible return of goods from date of initial application (i.e. 1 April 2018). Accordingly, the information presented as on and for the year ended 31 March 2018 has not been restated.

#### j) Leases

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate. Generally, the company uses its incremental borrowing rate as the discount rate. Lease payments included in the measurement of the lease liability comprise the following:- Fixed payments, including in-substance fixed payments;- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;- Amounts expected to be payable under a residual value guarantee; and- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

#### k) Recognition of dividend income, interest income or expense

Dividend income is recognised in profit or loss on the date on which the Company's right to receive payment is established. Interest income or expense is recognised using the effective interest method.

#### l) Income tax

Income tax expense comprises of current and deferred tax. Current tax and deferred tax is recognized in the statement of profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in OCI.

#### i. Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

#### ii. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

#### m) Borrowing costs

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred. Where there is an unrealised exchange loss which is treated as an adjustment to interest and subsequently there is a realised or unrealised gain in respect of the settlement or translation of the same borrowing, the gain to the extent of the loss previously recognised as an adjustment is recognised as an adjustment to interest.

#### n) Foreign currencies transactions

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss.

#### o) Government Grant

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions. Government grants relating to income are deferred and recognised in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income. Government grants relating to the purchase of property, plant and equipment are included in noncurrent liabilities as deferred income and are credited to Statement of Profit and Loss on a straight-line basis over the expected lives of the related assets and presented within other income.

#### p) Earnings per Share

Basic earnings per share is 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.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

#### q) Recent Pronouncement

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

#### Balance Sheet:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

#### Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

## Notes to the financial statements for the year ended 31st March 2021 (Continued)

(Amount in Rs.)

4	Particulars	Gross Block			Accumulated Depreciation			Net Block		
		Balance as at 1st April 2020	Additions	Adjustments/ Disposals	Balance as at 31st March 2021	Balance as at 1st April 2020	Depreciation for the year	Adjustments/ Disposals	Balance as at 31st March 2021	Balance as at 31st March 2020
	<b>Property, plant and equipment *</b>									
	Leasehold Improvement	1,01,84,792	—	—	101,84,792	1,31,724	84,873	—	2,16,597	99,68,195
	Factory buildings	3,92,92,947	—	—	3,92,92,947	70,55,448	17,63,194	—	88,18,642	3,04,74,305
	<b>Plant and equipment</b>	<b>10,86,96,841</b>	<b>75,16,071</b>	<b>—</b>	<b>11,62,12,912</b>	<b>3,03,26,077</b>	<b>85,05,116</b>	<b>—</b>	<b>3,88,31,193</b>	<b>7,73,81,719</b>
	- Plant and Machinery	10,60,62,140	72,94,055	—	11,33,56,195	2,85,56,488	84,15,392	—	3,69,71,880	7,63,84,315
	- Electrical Installment	26,34,701	2,22,016	—	28,56,717	17,69,589	89,724	—	18,59,313	9,97,404
	<b>Furniture and fixtures</b>	<b>14,81,594</b>	<b>—</b>	<b>—</b>	<b>14,81,594</b>	<b>9,01,022</b>	<b>72,714</b>	<b>—</b>	<b>9,73,736</b>	<b>5,07,858</b>
	<b>Vehicles</b>	<b>62,50,026</b>	<b>14,92,750</b>	<b>—</b>	<b>77,42,776</b>	<b>19,51,970</b>	<b>7,42,964</b>	<b>—</b>	<b>26,94,934</b>	<b>50,47,842</b>
	<b>Office equipment</b>	<b>16,77,011</b>	<b>1,06,578</b>	<b>—</b>	<b>17,83,589</b>	<b>6,96,360</b>	<b>2,51,038</b>	<b>—</b>	<b>9,47,398</b>	<b>8,36,191</b>
	- Office Equipments	8,78,602	22,203	—	9,00,805	2,54,652	1,17,116	—	3,71,768	5,29,037
	- Computers	4,35,908	—	—	4,35,908	2,84,672	89,879	—	3,74,551	61,357
	- Air condition machines	3,62,501	84,375	—	4,46,876	1,57,036	44,043	—	2,01,079	2,45,797
	<b>Total</b>	<b>16,75,83,211</b>	<b>91,15,399</b>	<b>—</b>	<b>17,66,98,610</b>	<b>4,10,62,601</b>	<b>1,14,19,899</b>	<b>—</b>	<b>5,24,82,500</b>	<b>12,42,16,110</b>
	Previous Year	16,13,08,440	91,02,771	28,28,000	16,75,83,211	2,95,64,263	1,14,98,338	—	4,10,62,601	12,65,20,610
	<b>Capital - Work - Progress</b>								<b>1,27,61,507</b>	<b>48,19,853</b>

Particulars	Gross Block			Accumulated Depreciation			Net Block		
	Balance as at 1st April 2020	Additions	Adjustments/ Disposals	Balance as at 31st March 2021	Balance as at 1st April 2020	Depreciation for the year	Adjustments/ Disposals	Balance as at 31st March 2021	Balance as at 31st March 2020
<b>Right of Use</b>									
Right of Use	31,48,038	—	—	31,48,038	41,079	9,404	—	50,483	30,97,555
<b>Total</b>	<b>31,48,038</b>	<b>—</b>	<b>—</b>	<b>31,48,038</b>	<b>41,079</b>	<b>9,404</b>	<b>—</b>	<b>50,483</b>	<b>30,97,555</b>
Previous Year	—	31,48,038	—	31,48,038	—	41,079	—	41,079	31,06,959

\* Pledged with the banks against various credit facilities availed by the company (Refer note 15).

### 5 Other financial assets

#### Non-Current

Security deposits

**Total**

#### Current

Advance to employees

Interest accrued and due from body corporates

**Total**

	As at 31st March 2021	As at 31st March 2020
Security deposits	1,93,79,595	1,94,40,790
<b>Total</b>	<b>1,93,79,595</b>	<b>1,94,40,790</b>
Advance to employees	2,49,000	1,38,500
Interest accrued and due from body corporates	11,55,19,436	7,39,12,759
<b>Total</b>	<b>11,57,68,436</b>	<b>7,40,51,259</b>

### 6 Other assets

#### Current

Advances other than capital advances

- Advances to suppliers

- Other advances

- Balances with revenue authorities

- Prepaid expenses

**Total**

Advances other than capital advances		
- Advances to suppliers	2,04,14,119	1,28,50,511
- Other advances		
- Balances with revenue authorities	3,46,59,932	4,68,60,583
- Prepaid expenses	5,76,501	6,33,938
<b>Total</b>	<b>5,56,50,552</b>	<b>6,03,45,032</b>

### 7 Inventories

(Valued at the lower of cost and net realisable value)

Raw materials

Work in progress

Stores and spares

Packing and printing materials

**Total**

Raw materials	63,77,277	22,67,181
Work in progress	59,08,418	92,79,603
Stores and spares	1,00,21,774	82,55,721
Packing and printing materials	5,70,173	5,39,544
<b>Total</b>	<b>2,28,77,642</b>	<b>2,03,42,049</b>

- The mode of valuation of inventories has been stated in Note 3(e).
- Inventories have been pledged as security against certain bank borrowings of the company (Refer note 15).
- Cost of inventory recognised as an expense.

## Notes to the financial statements for the year ended 31st March 2021 (Continued)

(Amount in Rs.)

Particulars	Year ended 31st March 2021	Year ended 31st March 2020
Cost of materials consumed	52,62,57,194	55,81,90,840
Printing and packing material consumed	46,86,621	41,37,296
Stores and spares consumed	77,53,245	89,99,582
Power and fuel Consumed	4,83,29,534	5,03,59,844
Other manufacturing and overheads expenses	12,30,39,672	12,09,37,247
<b>8 Current Investments</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
<b>Quoted</b>		
<b>Investment in Mutual Funds</b> (at fair value through profit and loss)*		
- Tata Money Market Fund Regular - 67,290.384 units (31st March, 2020: 69,931.792 Units)	21,69,95,783	21,77,35,061
<b>Total</b>	<b>21,69,95,783</b>	<b>21,77,35,061</b>
* IPO proceeds invested in mutual funds		
<b>9 Trade receivables*</b>		
a. Unsecured, considered good	15,38,51,420	12,86,91,984
b. Having significant increase in credit risk	36,25,474	10,37,307
<b>Total</b>	<b>15,74,76,894</b>	<b>12,97,29,291</b>
* Pledged with the banks against various credit facilities availed by the company (Refer note 15).		
<b>10 Cash and cash equivalents</b>		
Balances with banks		
- In current accounts	6,52,58,128	12,71,884
Cash on hand	7,58,548	1,14,775
<b>Total</b>	<b>6,60,16,676</b>	<b>13,86,659</b>
<b>11 Other bank balances</b>		
Earmarked balances (on unpaid dividend account)	88,317	1,33,700
In deposit account		
- IPO proceeds deposited in Escrow / Current Account	12,62,189	16,85,439
- Other deposits*	1,46,87,767	75,79,408
<b>Total</b>	<b>1,60,38,273</b>	<b>93,98,547</b>
*1. Pledged with the banks against various credit facilities availed by the company (Refer note 15).		
2. Represents deposits with original maturity of more than 3 months having remaining maturity of less than 12 months from the Balance Sheet date.		
<b>12 Loan receivables</b>		
<b>Current</b>		
Loan to body corporates -		
a. Secured, considered good	40,00,00,000	9,55,00,000
b. Unsecured, considered good	11,78,69,405	30,78,69,407
c. Having significant increase in credit risk	7,31,30,593	7,31,30,593
<b>Total</b>	<b>59,09,99,998</b>	<b>47,65,00,000</b>
<b>13 Equity share capital</b>		
<b>Authorised</b>		
1,80,00,000 (31st March, 2020: 1,80,00,000) Equity Shares of Rs. 10/- each	18,00,00,000	18,00,00,000
<b>Issued, subscribed and fully paid-up</b>		
1,77,14,800 (31st March, 2020: 1,77,14,800) Equity Shares of Rs.10/- each fully Paid up	17,71,48,000	17,71,48,000
	<b>17,71,48,000</b>	<b>17,71,48,000</b>

## Notes to the financial statements for the year ended 31st March 2021 (Continued)

(Amount in Rs.)

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

	As at 31st March 2021		As at 31st March 2020	
	Number	Amount	Number	Amount
Balance as at the beginning of the year	1,77,14,800	17,71,48,000	1,77,14,800	17,71,48,000
<b>Balance as at the end of the year</b>	<b>1,77,14,800</b>	<b>17,71,48,000</b>	<b>1,77,14,800</b>	<b>17,71,48,000</b>

### B. Rights, preferences and restrictions attaching to equity shares

The Company has only one class of shares having a par value of Rs.10/- each, the share holders does not enjoy any preferential right or bear any restriction with regard to distribution of dividend or repayment of capital. Each holder of equity shares is entitled to one vote per share.

### C. Particulars of shareholders holding more than 5% shares of fully paid up equity shares

Name of the Shareholder	As at 31st March 2021		As at 31st March 2020	
	Number	% of holding	Number	% of holding
YMS Finance Pvt. Ltd.	88,53,526	49.98%	88,53,526	49.98%
Vinod Dugar	10,44,800	5.90%	10,44,800	5.90%
Growth Techno Projects Ltd.	16,40,000	9.26%	16,40,000	9.26%
Loka Propertise P Ltd	9,10,000	5.14%	9,10,000	5.14%
Sandeep Baid	9,02,695	5.10%	9,02,695	5.10%

## 14 Other equity

### Other financial assets

Refer statement of changes in equity for detailed movement in equity balance

A. Summary of other equity balance	1st April 2020	Movement during the year	31st March 2021	1st April 2019	Movement during the year	31st March 2020
Securities premium	31,05,00,000	—	31,05,00,000	31,05,00,000	—	31,05,00,000
Retained earnings	48,11,73,578	19,00,48,892	67,12,22,470	36,64,89,855	11,46,83,723	48,11,73,578
<b>Total other equity</b>	<b>79,16,73,578</b>	<b>19,00,48,892</b>	<b>98,17,22,470</b>	<b>67,69,89,855</b>	<b>11,46,83,723</b>	<b>79,16,73,578</b>

### B. The description of the nature and purpose of each reserve within equity is as follows:

- Securities Premium:** Securities premium account represents the premium received on issue of shares over and above the face value of equity shares. The account is available for utilisation in accordance with the provisions of the Companies Act, 2013.
- Retained earnings:** This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

## 15 Financial liabilities

### (I) Non-current borrowings

#### Secured term loans

#### From banks

- Axis Bank

#### Total

	As at 31st March 2021	As at 31st March 2020
	—	79,46,017
<b>Total</b>	<b>—</b>	<b>79,46,017</b>

### Nature of security

Above loans are secured against exclusive hypothecation charge of all assets of the Company along with extension of equitable mortgage on leasehold Lands of the Company and the personal guarantee of directors.

### Terms of repayment

- Axis Bank: Term loan amounting to Rs. 79,73,796 (31st March 2020: Rs. 1,59,50,017), is repayable in 60 monthly installments of Rs. 6,67,000 (last installment of Rs. 6,47,000) from 30/04/2017 to 31/03/2022. Interest is payable at Marginal Cost of funds based Lending Rate (1 year MCLR) plus 1.05% p.a.

## Notes to the financial statements for the year ended 31st March 2021 (Continued)

(Amount in Rs.)

	As at 31st March 2021	As at 31st March 2020
<b>(ii) Current borrowings</b>		
<b>Secured</b>		
Cash Credit from bank	9,02,05,183	1,62,81,352
<b>Total</b>	<b>9,02,05,183</b>	<b>1,62,81,352</b>
<b>Nature of security</b>		
Secured against exclusive hypothecation charge by way of hypothecation of raw materials, stocks, book debts, stores and spares and all other current assets of the company, both present and future, equitable mortgage of leasehold lands and buildings alongwith hypothecation of all the movable fixed assets of the Company, both present and future alongwith personal guarantee of directors.		
<b>Interest rate</b>		
The applicable rate of interest is 3 months MCLR plus 0.75% p.a. (Previous year- 3 months MCLR plus 0.75%).		
<b>16 Provisions</b>		
<b>Non-Current</b>		
Provisions for employee benefits ( Refer note 35)	58,43,378	50,93,629
<b>Total</b>	<b>58,43,378</b>	<b>50,93,629</b>
<b>Current</b>		
Provisions for employee benefits ( Refer note 35)	3,39,487	3,15,927
<b>Total</b>	<b>3,39,487</b>	<b>3,15,927</b>
<b>17 Deferred tax liabilities (net)</b>		
Deferred tax liabilities	2,42,72,995	2,66,57,130
Less :Deferred tax assets	29,81,736	28,56,105
<b>Net deferred tax liabilities/(assets)</b>	<b>2,12,91,259</b>	<b>2,38,01,025</b>

Movement in deferred tax liabilities/ (assets) balances	Deferred tax liabilities / assets in relation to			
	On Fiscal Allowance On Property, Plant and Equipment etc.	On Employees Separation and Retirement etc.	On State and Central Taxes etc.	Other Timing Differences
<b>2020-21</b>				
Opening Balance	1,95,85,465	(16,90,516)	(10,68,362)	69,74,438
Recognised in Profit or Loss	(2,72,851)	(2,30,475)	—	(20,14,057)
Recognised in OCI	—	7,617	—	—
<b>Closing Balance</b>	<b>1,93,12,614</b>	<b>(19,13,374)</b>	<b>(10,68,362)</b>	<b>49,60,381</b>
<b>2019-20</b>				
Opening Balance	1,62,84,046	(13,20,616)	(10,68,362)	13,942
Recognised in Profit or Loss	33,01,419	(5,56,612)	—	69,60,496
Recognised in OCI	—	1,86,712	—	—
<b>Closing Balance</b>	<b>1,95,85,465</b>	<b>(16,90,516)</b>	<b>(10,68,362)</b>	<b>69,74,438</b>

## Notes to the financial statements for the year ended 31st March 2021 (Continued)

(Amount in Rs.)

	As at 31st March 2021	As at 31st March 2020
<b>18 Other liabilities</b>		
<b>Current</b>		
Advance received from Customers	8,91,692	1,71,645
Others		
- Statutory liabilities	43,95,294	42,54,927
<b>Total</b>	<b>52,86,986</b>	<b>44,26,572</b>
<b>19 Trade payables</b>		
<b>Dues to Micro And Small Enterprises</b> (as per the intimation received from vendors)		
a. the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of accounting year	-	-
b. Interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
c. Interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	-	-
d. The amount of interest accrued and remaining unpaid at the end of accounting year	-	-
e. Interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-
<b>Dues to other</b>		
- To related party	-	1,02,135
- To others	2,84,97,141	5,45,87,260
<b>Total</b>	<b>2,84,97,141</b>	<b>5,46,89,395</b>
<b>20 Other financial liabilities</b>		
<b>Non-Current</b>		
Lease liability	3,70,380	3,19,627
<b>Total</b>	<b>3,70,380</b>	<b>3,19,627</b>
<b>Current</b>		
Current maturities of long term debt (Refer Note 15)	79,73,793	90,41,971
Interest accrued and due on borrowings	64,497	1,49,234
Unpaid dividend	88,317	1,33,700
<b>Lease liability</b>	16,493	14,257
Employee Expenses		
- To directors	3,02,200	3,02,000
- To others:	13,89,437	13,68,826
<b>Total</b>	<b>98,34,737</b>	<b>1,10,09,988</b>
<b>21 Current Tax Liabilities (net)</b>		
Provision for Income Tax ( Net of advance tax and tds )	8,07,40,000	5,06,71,000
<b>Total</b>	<b>8,07,40,000</b>	<b>5,06,71,000</b>

## Notes to the financial statements for the year ended 31st March 2021 (Continued)

(Amount in Rs.)

	Year ended 31st March 2021	Year ended 31st March 2020
<b>22 Revenue from operations</b>		
<b>Sale of Products*</b>		
- Sale of finished goods	92,26,53,759	89,72,07,170
- Sale of stock-in-trade	12,50,000	6,04,800
<b>Total revenue from operations</b>	<b>92,39,03,759</b>	<b>89,78,11,970</b>
*Sales are net of Goods and Service Tax (GST).		
<b>23 Other income</b>		
Interest income from financial asset at amortised cost	8,39,70,238	8,72,93,178
Other non-operating income		
- Fair value changes on equity instruments measured at fair value through profit or loss	70,66,081	1,10,86,503
- Amortisation of deferred government grant	—	89,005
- Profit on sale of current investments	14,13,964	4,50,239
- Foreign exchange fluctuation gain	15,47,106	28,79,791
- Recovery of bad debts	—	2,94,127
- Other receipts	32,44,720	23,98,484
<b>Total</b>	<b>9,72,42,109</b>	<b>10,44,91,327</b>
<b>24 Cost of materials consumed</b>		
Inventory of raw materials at the beginning of the year (Refer note 7)	22,67,181	1,67,62,498
Add: Purchases	53,03,67,290	54,36,95,523
	53,26,34,471	56,04,58,021
Less: Inventory of raw materials at the end of the year (Refer note 7)	(63,77,277)	(22,67,181)
<b>Cost of materials consumed</b>	<b>5,26,257,194</b>	<b>5,58,190,840</b>
<b>25 Purchase of traded goods</b>		
Purchase of traded goods	12,10,100	6,00,705
<b>Total</b>	<b>12,10,100</b>	<b>6,00,705</b>
<b>26 Change in inventories</b>		
Inventories at the beginning of the year (Refer note 7)		
- Work in Progress	92,79,603	4,39,50,473
Inventories at the end of the year (Refer note 7)		
- Work in Progress	59,08,418	92,79,603
<b>Total</b>	<b>33,71,185</b>	<b>3,46,70,870</b>

## Notes to the financial statements for the year ended 31st March 2021 (Continued)

(Amount in Rs.)

	Year ended 31st March 2021	Year ended 31st March 2020
<b>27 Employee benefits expense</b>		
Salaries and wages (including managerial remuneration)	9,55,57,131	9,37,25,219
Contribution to provident and other funds (Refer note 35)	17,46,381	22,60,607
Staff welfare expenses	19,95,565	16,26,224
<b>Total</b>	<b>9,92,99,077</b>	<b>9,76,12,050</b>
<b>28 Finance costs</b>		
Interest cost on financial liabilities measured at amortized cost	15,73,430	1,18,07,127
Other borrowing costs	14,74,256	7,53,942
<b>Total</b>	<b>30,47,686</b>	<b>1,25,61,069</b>
<b>29 Other expenses</b>		
<b>Manufacturing expenses:</b>		
Printing and packing material consumed	46,86,621	41,37,296
Stores and spares consumed	77,53,245	89,99,582
Power and fuel Consumed	4,83,29,534	5,03,59,844
Machine repairs	15,01,986	19,12,546
Building repairs	11,23,053	3,85,817
Inward freight, coolie, cartage, etc	38,90,677	30,95,823
Job work charges	57,66,286	63,66,458
Other manufacturing expenses	29,290	25,136
<b>Administrative expenses:</b>		
Rent	2,46,396	2,36,396
Rates and taxes	5,61,431	9,94,754
Repair and maintenance	15,75,793	16,06,446
Vehicle maintenance	2,33,424	3,05,653
Insurance	10,28,606	9,02,156
Travelling and conveyance	85,962	3,70,011
Postage, telegraph and telephones	4,58,557	9,02,191
Printing and stationary	2,96,484	3,52,413
Legal and consultancy charges	15,64,612	15,73,222
CSR expenditure	28,62,306	22,00,000
Bad debts	5,67,409	4,09,351
Sundry balances written off (net)	9,56,013	33,70,718
Miscellaneous expenses	14,91,326	15,88,631
Payment to auditors (Refer note 29 (a))	80,000	60,000

## Notes to the financial statements for the year ended 31st March 2021 (Continued)

(Amount in Rs.)

	Year ended 31st March 2021	Year ended 31st March 2020
<b>Selling and distribution expenses:</b>		
Advertisement and publicity	57,680	61,615
Freight and forwarding charges	2,02,37,107	1,79,87,005
Brokerage, commission and discounts	20,65,698	15,34,496
Sales promotion expenses	2,42,773	3,99,836
ECGC premium charges	500	58,729
Application and membership fees	4,56,850	5,91,728
Detention charges	1,06,812	34,550
Fumigation charges	91,000	1,22,200
<b>Total</b>	<b>10,83,47,431</b>	<b>11,09,44,603</b>
<b>(a) Payment to auditors</b>		
As auditor:		
- Audit fees	60,000	45,000
- Taxation matters	20,000	15,000
<b>Total</b>	<b>80,000</b>	<b>60,000</b>
<b>30 Income taxes</b>		
<b>A. Amount recognised in profit or loss</b>		
<b>Current tax</b>		
Current period	8,07,40,000	5,06,71,000
Changes in respect of current income tax of previous year	(1,13,774)	4,82,535
<b>Deferred tax</b>	<b>A</b>	<b>8,06,26,226</b>
Deferred tax for the year	(25,09,766)	98,92,015
	<b>B</b>	<b>(25,09,766)</b>
<b>Tax expense reported in the Standalone Statement of Profit and Loss [(A)+(B)]</b>	<b>7,81,16,460</b>	<b>6,10,45,550</b>
<b>B. Income tax recognised in other comprehensive income</b>		
<b>Deferred tax</b>		
On items that will not be reclassified to profit or loss		
- Remeasurements of defined benefit plans	(7,617)	(1,86,712)
<b>Income tax expense reported in the Standalone Statement of Profit and Loss</b>	<b>(7,617)</b>	<b>(1,86,712)</b>
<b>C. Reconciliation of effective tax rate</b>		
Profit before tax	2,68,183,892	1,76,183,743
<b>Tax using the Indian tax rate @ 29.12 % ( 31st March, 2020: 29.12%)</b>	<b>7,80,95,149</b>	<b>5,13,04,706</b>
<b>Tax effects of amounts which are not deductible in calculating taxable income</b>		
Corporate social responsibility expenditure	3,67,584	4,22,240
<b>Other differences</b>		
Other differences	(3,46,273)	93,18,604
	<b>7,81,16,460</b>	<b>6,10,45,550</b>

The tax rate used for the year 2021-22 and 2020-21 reconciliations above is the corporate tax rate of 29.12% (25%+Surcharge@12%+Education Cess @4%); previous year tax rate of 29.12% ( 30% + surcharge @ 12% + education cess @ 3%) payable on taxable profits under the Income Tax Act, 1961.

## Notes to the financial statements for the year ended 31st March 2021 (Continued)

(Amount in Rs.)

	Year ended 31st March 2021	Year ended 31st March 2020
<b>31 Earnings per equity share</b>		
Earnings per share has been computed as under:		
(a) Profit for the year	19,00,67,432	11,51,38,193
(b) Weighted average number of Ordinary shares outstanding for the purpose of basic earnings per share	1,77,14,800	1,77,14,800
(c) Weighted average number of Ordinary shares outstanding for the purpose of diluted earnings per share	1,77,14,800	1,77,14,800
(d) Earnings per share on profit for the year		
- Basic [(a)/(b)]	10.73	6.50
- Diluted [(a)/(c)]	10.73	6.50

## 32 Details of CSR Expenditure

a) Gross amount required to be spent by the Company during the year	28,62,306	22,00,000
b) Amount spent during the year		
(i) Construction /Acquisition of an asset		
(ii) Purposes other than (i) above	35,62,306	15,00,000

## 33 Segment information

The business of the company falls under a single operating segment i.e. manufacturing of PP woven sacks/ Fabric/ Liner and its related raw material. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. As the Company is engaged in a single operating segment, segment information that has been tabulated below is Company-wide:

Country	Revenue (by location of operations)		Non-current assets (see note below)	
	Year ended 31st March 2021	Year ended 31st March 2020	Year ended 31st March 2021	Year ended 31st March 2020
within India	81,87,64,824	77,12,50,603	14,00,75,172	12,81,92,548
outside India	10,51,38,935	12,65,61,367	—	—
<b>Total</b>	<b>92,39,03,759</b>	<b>89,78,11,970</b>	<b>14,00,75,172</b>	<b>12,81,92,548</b>

Note: Non-current assets exclude financial assets, deferred tax assets, post-employment benefit assets and rights under insurance contracts.

The Company is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

## Notes to the financial statements for the year ended 31st March 2021 (Continued)

(Amount in Rs.)

	As at 31st March 2021	As at 31st March 2020
<b>34 Contingent liabilities</b>		
<b>Matters</b>		
<b>Other money for which company is contingently liable</b>		
(a) Dispute Liabilities relating to Income Tax demand period 2012-2018	1,31,34,020	1,31,34,020
(b) Dispute Liabilities relating to Central Excise demand period 2007-2017	54,36,868	54,36,868
(c) Capital Commitment	1,14,25,000	1,14,25,000
	<b>2,99,95,888</b>	<b>2,99,95,888</b>

	Year ended 31st March 2021	Year ended 31st March 2021
<b>35 Employee Benefits</b>		
<b>(a) Defined contribution plans:</b>		
Contribution to defined contribution plans, recognised as expense for the year are as under:		
<b>Particulars</b>		
Employer's contribution to Provident Fund	8,73,365	13,11,282
	<b>8,73,365</b>	<b>13,11,282</b>

	As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
<b>(b) Defined benefit plans:</b>				
<b>Statement of Assets and Liabilities for defined benefit obligation</b>				
	<b>Leave Encashment</b>		<b>Gratuity</b>	
Net defined benefit asset	–	–	–	–
Net defined benefit obligation	6,99,027	6,60,564	54,83,838	47,48,992
Total employee benefit liabilities	<b>6,99,027</b>	<b>6,60,564</b>	<b>54,83,838</b>	<b>47,48,992</b>
Non-current	6,62,684	6,20,795	51,80,694	44,72,834
Current	36,343	39,769	3,03,144	2,76,158

### Contribution to Gratuity

The Company's gratuity benefit scheme for its employees in India is a defined benefit plan (unfunded).

The Company provides for gratuity from employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of completed service.

The present value of obligation is determined based on the actuarial valuation using the Projected Unit Credit Method as on 31st March, 2021 which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The Company's gratuity expense is recognized under the head – "Employee Benefit Expense"

These defined benefit plans expose the Company to actuarial risks, such as interest rate risk, liquidity risk, salary escalation risk and regulatory risk.

### Inherent risk

The plan is defined benefit in nature which is sponsored by the Company and hence it underwrites all the risk pertaining to the plan. In particular, this exposes the Company, to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature, the plan is not subject to longevity risk.

The following tables analyse present value of defined benefit obligations, expense recognised in statement of Profit and Loss, actuarial assumptions and other information.

## Notes to the financial statements for the year ended 31st March 2021 (Continued)

(Amount in Rs.)

### Reconciliation of the net defined benefit (asset)/ liability

#### (i) Reconciliation of present value of defined benefit obligation

	As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
	<u>Leave Encashment</u>		<u>Gratuity</u>	
(a) Balance at the beginning of the year	6,60,564	5,74,928	47,48,992	35,58,960
(b) Current service cost	1,64,683	1,59,223	5,27,825	5,02,643
(c) Interest cost	46,239	44,269	3,32,429	2,74,040
(d) Actuarial (gains) / losses				
- demographic assumptions	-	-	-	-
- financial assumptions	76,308	45,488	56,351	3,48,731
- experience adjustment	(93,977)	2,829	(12,525)	2,44,134
(e) Benefits paid	(1,54,790)	(1,66,173)	(1,69,234)	(1,79,516)
<b>Balance at the end of the year</b>	<b>6,99,027</b>	<b>6,60,564</b>	<b>54,83,838</b>	<b>47,48,992</b>

#### (ii) Net Asset / (Liability) recognised in the Balance Sheet

Present value of obligation, as at end of the year	6,99,027	6,60,564	54,83,838	47,48,992
Fair value of plan assets, as at end of the year	-	-	-	-
<b>Net defined benefit obligations, as at end of the year</b>	<b>6,99,027</b>	<b>6,60,564</b>	<b>54,83,838</b>	<b>47,48,992</b>

#### (iii) Expense recognised in Statement of Profit and Loss

Current service cost	1,64,683	1,59,223	5,27,825	5,02,643
Net interest cost	46,239	44,269	3,32,429	2,74,040
<b>Total expense recognised in Statement of Profit and Loss</b>	<b>2,10,922</b>	<b>2,03,492</b>	<b>8,60,254</b>	<b>7,76,683</b>

#### (iv) Re-measurements recognised in other comprehensive income

Actual return on plan assets (excluding amounts included in net interest cost)	-	-	-	-
Actuarial loss (gain) arising on defined benefit obligation from				
- demographic assumptions	-	-	-	-
- financial assumptions	76,308	45,488	56,351	3,48,731
- experience adjustment	(93,977)	2,829	(12,525)	2,44,134
<b>Total re-measurements included in other comprehensive income</b>	<b>(17,669)</b>	<b>48,317</b>	<b>43,826</b>	<b>5,92,865</b>

#### (v) Reconciliation of fair value of plan assets

(a) Balance at the beginning of the year	-	-	-	-
(b) Interest income	-	-	-	-
(c) Remeasurements due to gains/ (losses) on plan assets	-	-	-	-
(d) Company (employer) contributions	-	-	-	-
(e) Benefits paid	-	-	-	-
<b>Balance at the end of the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

## Notes to the financial statements for the year ended 31st March 2021 (Continued)

(Amount in Rs.)

	As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
<b>(vi) Actuarial assumptions</b>	<b>Leave Encashment</b>		<b>Gratuity</b>	
Discount rate	5.90%	7.00%	6.90%	7.00%
Salary escalation rate	6.00%	6.00%	6.00%	6.00%
Retirement age (years)	58	58	58	58
Assumptions regarding future mortality experience are set in accordance with the published rates under Indian Assured Lives Mortality (2012-14).				
<b>(vii) Sensitivity analysis</b>				
Defined benefit obligation on discount rate plus 100 basis points	6,29,113	5,97,087	49,58,527	42,91,496
Defined benefit obligation on withdrawal rate plus 100 basis points	6,98,408	6,66,543	55,23,027	47,88,142
Defined benefit obligation on salary growth rate plus 100 basis points	7,84,205	7,38,732	61,28,666	53,12,230
Defined benefit obligation on discount rate minus 100 basis points	7,81,457	7,35,285	61,00,516	52,87,413
Defined benefit obligation on withdrawal rate minus 100 basis points	6,99,724	6,53,776	54,39,328	47,04,406
Defined benefit obligation on salary growth rate minus 100 basis points	6,25,561	5,93,151	49,26,310	42,63,226
<b>(viii) Weighted average duration of defined benefit obligation</b>	5.94%	5.94%	5.96%	5.96%
<b>(ix) Maturity profile of defined benefit obligation</b>				
Within the next 12 months	36,343	39,769	3,03,144	2,76,158
Between 1 and 5 years	-	2,00,651	-	14,20,327
Between 6 and 10 years	1,44,819	2,74,061	19,73,596	19,99,643
More than 10 years	18,85,717	11,39,820	5,39,21,402	81,97,260
<b>36 Related Party Disclosures</b>				
<b>Key Management Personnel (KMP)</b>				
Shanti Lal Baid	Managing Director			
Sandeep Baid	Whole Time Director			
Bidhan Neogi	Chief Financial Officer			
Shradha Jalan	Company Secretary			
<b>Relatives of Key Management Personnel</b>				
Sandeep Baid	Son of Shanti Lal Baid			
Vinod Dugar	Son-in-law of Shanti Lal Baid			
<b>Enterprises owned or significantly influenced by key management personnel or their relatives</b>				
Ajanta Trading Company	Managing Director's son is a partner			
R D Motors Private Limited	Vinod Dugar is a member			

The following transactions were carried out with related parties in the ordinary course of business:

Nature of transaction	Name of related party	Transaction for the year ended		Balance at the year ended	
		3/31/2021 Amount (Rs.)	3/31/2020 Amount (Rs.)	3/31/2021 Amount (Rs.)	3/31/2020 Amount (Rs.)
Rent Paid	Vinod Dugar	64,188	64,188	-	5,349
Purchase of store, spares, repair & maintenance items	Ajanta Trading Company	26,43,244	5,60,290	-	96,786
Purchase and repair of car	R D Motors Private Limited	42,866	48,812	-	-
<b>Transactions with Key Management Personnel (1)</b>					
Short-term employee benefits	Shanti Lal Baid	24,00,000	24,00,000	1,57,360	1,58,000
Other remuneration	Sandeep Baid	21,00,000	21,00,000	1,44,800	1,44,000
	Bidhan Neogi	4,62,000	4,53,000	38,350	38,350
	Shradha Jalan	2,67,278	2,41,524	20,031	24,870

(1) As the future liability for gratuity and compensated encashment is provided on an actuarial basis for the Company as a whole, the amount pertaining to the key management personnel is not ascertainable and, therefore, not included above.

All decisions relating to the remuneration of the directors are taken by the board of directors of the Company, in accordance with shareholder approval, wherever necessary.

### Terms and conditions of transactions with related parties

The purchase from related party are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash.

## 37 Financial instruments and related disclosures

### 37.1 Fair value measurement

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in forced or liquidation sale. The management assessed that trade receivables, cash and cash equivalent, other bank balances, trade payable and other financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

## Notes to the financial statements for the year ended 31st March 2021 (Continued)

(Amount in Rs.)

### 37.2 Financial instruments by category

The following table shows fair values of financial assets and liabilities, including their levels in financial hierarchy, together with the carrying amounts shown in the statement of financial position. The table does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	Note No.	As at 31st March 2021		As at 31st March 2020	
		Carrying amount	Fair value Level 1	Carrying amount	Fair value Level 1
<b>A. Financial assets:</b>					
<b>a) Measured at amortised cost</b>					
Trade receivables	9	15,74,76,894	–	12,97,29,291	–
Cash and cash equivalents	10	6,60,16,676	–	13,86,659	–
Bank balances other than cash and cash equivalents	11	1,60,38,273	–	93,98,547	–
Loans	12	59,09,99,998	–	47,65,00,000	–
Other financial assets	5	13,51,48,031	–	9,34,92,049	–
<b>b) Measured at fair value through profit or loss</b>					
Investments	8	21,69,95,783	21,69,95,783	21,77,35,061	21,77,35,061
<b>B. Financial liabilities:</b>					
<b>a) Measured at amortised cost</b>					
Borrowings	15	9,02,05,183	–	2,42,27,369	–
Trade payables	19	2,84,97,141	–	5,46,89,395	–
Other financial liabilities	20	98,34,737	–	1,10,09,988	–

### 37.3 Financial risk management

#### Risk management framework

The Company's principal financial liabilities comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company operations. The Company's principal financial assets include loans, trade and other receivables and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk.

The Company has exposure to the following risks arising from

financial instruments:

- (i) Credit risk
- (ii) Liquidity risk
- (iii) Market risk
- (l) **Credit risk**

Credit risk is the risk of financial loss of the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company receivables from customers. Credit arises when a customer or counterparty does not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing/investing activities, including deposits with bank. The Company has no significant concentration of credit risk with any counterparty. The carrying amount of financial assets represent the maximum credit risk exposure.

#### Trade receivable

The risk management committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references.

## Notes to the financial statements for the year ended 31st March 2021 (Continued)

(Amount in Rs.)

### Exposure to credit risks

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry. Details of concentration percentage of revenue generated from top customer and top five customers are stated below :

Particulars	Year ended 31st March 2021		Year ended 31st March 2020	
	%	Amount	%	Amount
Revenue from top customer	21.56	19,91,77,765	18.54	17,12,82,952
Revenue from top five customers	64.42	59,51,77,198	63.68	58,83,29,266

Trade receivables are primarily unsecured and are derived from revenue earned from customers. Credit risk is managed through credit approvals, establishing credit limits and by continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. As per simplified approach, the Company makes provision of expected credit loss on trade receivables using a provision matrix to mitigate the risk of default payments and makes appropriate provisions at each reporting date whenever is for longer period and involves higher risk.

### (ii) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

### Exposure to liquidity risk

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on

Particulars	Less than 1 year	1-5 years	> 5 years	Total
<b>As at 31st March 2021</b>				
Borrowings	9,02,05,183	–	–	9,02,05,183
Trade payables	2,16,49,777	68,47,364	–	2,84,97,141
Other financial liabilities	98,34,737	–	–	98,34,737
	<b>12,16,89,697</b>	<b>68,47,364</b>	<b>–</b>	<b>12,85,37,061</b>
<b>As at 31st March 2020</b>				
Borrowings	1,62,81,352	79,46,017	–	2,42,27,369
Trade payables	4,90,30,019	56,59,376	–	5,46,89,395
Other financial liabilities	1,10,09,988	–	–	1,10,09,988
	<b>7,63,21,359</b>	<b>1,36,05,393</b>	<b>–</b>	<b>8,99,26,752</b>

### (iii) Market risk

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument . The value of a financial instrument may change as a result of changes in the interest rates and other market changes that effect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments, receivables, payables and borrowings.

#### (a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates related primarily to the Company's borrowing with floating interest rates. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

## Notes to the financial statements for the year ended 31st March 2021 (Continued)

(Amount in Rs.)

### Exposure to interest rate risk

The interest rate profile of the Company's interest bearing financial instruments at the end of the reporting period are as follows:

#### Particulars

##### Fixed rate instruments

	As at 31st March 2021	As at 31st March 2020
Financial assets	59,09,99,998	47,65,00,000
Financial liabilities	—	—
	59,09,99,998	47,65,00,000

##### Variable rate instruments

	As at 31st March 2021	As at 31st March 2020
Financial assets	—	—
Financial liabilities	(9,81,78,976)	(3,32,69,340)
	(9,81,78,976)	(3,32,69,340)

#### Sensitivity analysis

Fixed rate instruments that are carried at amortised cost are not subject to interest rate risk for the purpose of sensitive analysis.

#### Cash flow sensitivity analysis for variable rate instruments

A reasonably possible change of 100 basis points in variable rate instruments at the reporting dates would have increased or decreased profit or loss by the amounts shown below.

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
<b>As at 31st March 2021</b>				
Variable rate instruments	(9,81,790)	9,81,790	(6,95,893)	6,95,893
<b>As at 31st March 2020</b>				
Variable rate instruments	(3,32,693)	3,32,693	(2,35,813)	2,35,813

### (b) Equity price risk

The Company is not exposed to equity risks arising from equity investments. The Company have not made any equity investments.

### (c) Currency risk

The Company does not have currency risks since it is not exposed to any foreign currency transaction.

### 38 Capital management

The Company's management objective are :- to ensure the Company's ability to continue as a going concern :- to provide an adequate return to shareholders by pricing products commensurately with the level of risk.

The Company monitors capital on the basis of carrying amount of equity including retained earnings as presented on the face of Balance Sheet. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. There is no change in the overall capital risk management strategy as compared to the last year.

The Company's equity share capital comprises of 1,77,14,800 shares as on 31st March, 2021 (1,77,14,800 shares as on 31st March, 2020) of Rs. 10 each aggregating to Rs. 17,71,48,000 as on 31st March, 2021 (Rs. 17,71,48,000 as

on 31st March, 2020). Other equity aggregates to Rs. 98,17,23,470 (Rs. 79,16,73,578 as on 31st March, 2020). Its total debt is Rs. 9,82,43,473 as on 31st March 2021 (Rs. 3,34,18,574 as on 31st March, 2020).

39 The vigorous spread of COVID - 19 pandemic including the more lethal second wave continues to affect the businesses across India and the operations of the Company. Despite intermittent disruptions during the year in regular operations of the Company due to COVID - 19 pandemic, requiring lockdown, restrictive measures & other emergency measures, resulting in frequent interruption of working, the Company has been able to perform reasonably during the year ended 31st March, 2021. Besides above, the 'Amphan' cyclone in the month of May, in the state of West Bengal affected the operations of the plants of the Company, which also impacted the performance during the year. The actual impact of COVID-19's impact would be recognized prospectively at a later date through monitoring the prevalent future economic conditions its impact. In view of the situation still being uncertain, with increased number of cases reported everyday, we are unable to assess the extent and duration of COVID-19's overall impact on the Company's business operations at this stage.

40 The figures for the corresponding previous year have been regrouped/ reclassified wherever necessary, to make them comparable.

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For L B JHA & CO

Chartered Accountants

Firm Registration No: 301088E

Saurabh Tibrewal

(Partner)

Membership No: 300388

Place: Kolkata

Dated: The 25th day of June, 2021

Shradha Jalan

(Company Secretary)

Bidhan Neogi

(Chief Financial Officer)

For and on behalf of the Board

Shanti Lal Baid

Managing Director

DIN: 00056776

Sandeep Baid

Whole time Director

DIN: 00557018