

REVATI ORGANICS LIMITED

INFORMATION MEMORANDUM

September - 2023

Information Memorandum as provided in Schedule II to the Companies Act, 1956 to the extent applicable

Registered Office: PLOT NO.45, 1ST FLOOR, GANPATI BHAVAN, M.G. ROAD GOREGOAN WEST, MUMBAI-400062

CIN: L92100MH1993PLC072194

Tel. No.: (022) 28791912, 2874 9001

Email: revati.organics9@gmail.com

Website: www.revatiorganics.in

**INFORMATION MEMORANDUM FOR REVOCATION OF SUSPENSION OF 30,00,000 EQUITY
SHARES OF Rs. 10 EACH**

SR. NO.	PARTICULARS	REMARKS/INFORMATION
PART - I		
I	General information	
(a)	Name and address of registered office of the company	Revati Organics Limited Registered Office: Plot No. 45, First Floor, Ganpati Bhavan, M. G. Road, Goregaon (West), Mumbai -400 062
II	Capital structure of the company	
(a)	Authorised Capital	Rs. 3,00,00,000/- (Comprising of 30,00,000 Equity Shares of Rs. 10/- each)
(b)	Issued, subscribed and paid up Capital	Rs. 3,00,00,000/- (comprising of 30,00,000 Equity Shares of Rs. 10/- each)
III & IV	Terms of the present issue and particulars of the issue	NOT APPLICABLE
V	Company, management and project	
	a) History and main objects and present business of the company.	Refer Attachment "1"
	b) Subsidiary (ies) of the company, if any (For financial data, refer to auditor's report in Part II)	NOT APPLICABLE
	c) Promoters and their Background.	<p>1.Manish Shah MBA, Cost Accountant, MMS, DMTC, AMIE GRAD. Acquisition and Distribution of Feature Films rights.</p> <p>2.Shilpa Shah Doctorate Administration and Compliance</p> <p>3. Heena Shah Daughter of Late Mr. Girish Shah</p> <p>4.JONQUIL CINEVISION LIMITED, Company was originally incorporated on 30.08.1994 under the Companies Act, 1956. Subsequently the name was changed to Jonquil Cinevision Limited.The Company deals in buying and selling of feature films rights.</p>

	<p>d) Names, addresses and occupation of manager, managing director and other directors including nominee-directors,</p>	<p>6. REVATI CINEVISION PRIVATE LIMITED, Company was originally incorporated on 07.04.1995 and subsequently changed its name to Revati Cinevision Private Limited. The Company deals in buying and selling of feature films rights.</p> <p>7. SOLITAIRE ENTERTAINMENT LIMITED, Company, was originally incorporated on 29.11.1994 and subsequently changed its name to Solitaire Entertainment Limited. The Registered Office of the Company is situated at 502-C, Himachal CHS Ltd, Opp. Sunder Nagar, Malad (West), Mumbai 400 064. The Company deals in buying and selling of feature films right.</p> <p>8.Fasttrack Trade Finvest Limited,</p> <p>Company was originally incorporated on 28.09.1993. The Company deals in commission and consultancy.</p> <p>1) Anil Anant Nate: Manager of Revati Organics Limited – 3, Kadhiya Pehelwan Chawl, Jawhar Nagar, Pipe Line, Opp. Vaibhav Co-op Housing Society, Khar East, Mumbai – 400051</p> <p>2) Mr. Manish Shah: Executive Director of Revati Organics</p>
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	<p>whole- time Directors (giving their directorship in other companies).</p> <p>e) Location of project.</p> <p>f) Plant and machinery, technology, process, etc.</p> <p>g) Collaboration, any performance guarantee or assistance in marketing by the collaborators.</p> <p>h) Infrastructure facilities for raw materials and utilities like water electricity etc.</p> <p>i) Schedule of implementation of project and progress so far made.</p>	<p>Limited - Plot No 23 Shri Dwarka Aashish Link Road Near Saibaba Park, Evershine Nagar, Malad (W), Mumbai-400064</p> <p>3) Mrs. Shilpa Shah: Non-Executive Director of Revati Organics Limited - 501-502, Himachal Co-Op Hsg Soc S V Road, Opp Sunder Nagar, Malad West Mumbai-400064</p> <p>4) Mr. Kishor Gujale: Independent Non-Executive Director of Revati Organics Limited having DIN – 09459932</p> <p>5) Mrs. Anjali Patil: Independent Non-Executive Director of Revati Organics Limited - Plot No. 104, Flat No. 403, Ramya CHS, Shivam Nursing Home, Charkop, Sector 2, Kandivali (West) Mumbai-400067</p> <p>(Directorships of Directors is enclosed herewith as Attachment 2. Mr. Anil Nate does not hold directorship in any other Company)</p> <p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p>
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	<p>j) The Products:</p> <ul style="list-style-type: none"> a) Nature of the products – Consumer/Industrial and end-users b) Approach to marketing and proposed marketing set up. c) Export possibilities and export obligations if any (in case of a company providing any 'service' particulars, as applicable be furnished). <p>k) Future prospects- expected capacity utilization during first 3 years from the date of commencement of commercial production</p>	<p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p>
VI.	<p>Following particulars in regard to the company and other listed companies under the same management within the meaning of section 370(IB) which made any capital issue during the last three years:</p> <p>Name of the company:</p> <p>Year of issue</p> <p>Type of issue (Public/rights/composite)</p> <p>Amount of issue</p> <p>Date of closure of issue Date of completion of delivery of share/debenture certificates</p> <p>Date of completion of the project, where object of the issue was financing of a project</p> <p>Rate of dividend paid</p>	<p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p>
VII.	<p>Outstanding litigation pertaining to-</p> <p>a)</p> <ul style="list-style-type: none"> (i) matters likely to affect operation and finances of the company including disputed tax liabilities of any nature; and (ii) criminal prosecution launched against the company and the directors for alleged offences under the enactments specified in 	<p>There are no litigation which are likely to affect operations and finance of the Company.</p> <p>There is no criminal prosecution against the Company and Directors.</p>

b)	paragraph 1 of Part I of Schedule XIII to the Companies Act, 1956. Particulars of default, If any, In meeting statutory dues, institutional dues, and towards instrument holders like debentures, fixed deposits, and arrears on cumulative preference shares, etc. (also give the same particulars about the companies promoted by the same private promoters and listed on stock exchanges).	NOT APPLICABLE
c)	Any material development after the date of the latest balance sheet and its impact on performance and prospects of the company.	New existing business activities of Mr. Manish Shah as mentioned in last para Attachment 1, will turn around the Company.
VIII.	Management perception of risk factors (i.e., sensitivity to foreign exchange rate fluctuations, difficulty in availability of raw materials or in marketing of products, cost/time overrun, etc.)	NOT APPLICABLE
PART – II		
A.	General information	
1	Change, if any, in directors and auditors during the last three years, and reasons thereof.	I) Director:- Mr. Mayank Chimanbhai Padiya was resigned as Independent – Non Executive Director on 15 th December, 2021. Mrs. Anjali Shivaji Patil was appointed on 10 th February, 2021 as Independent –Non Executive Director. Mr.Kishor Gujale was appointed on 11 February, 2022 as Independent –Non Executive Director. II) Auditor:- M/s.Gonsalves & Associates. were appointed as Statutory Auditor for a period of 5(Five) years at AGM held on 29 th September, 2020.
B.	Financial Information	
1.	A report by the auditors of the company with respect to- a) profits and losses and assets and liabilities, in accordance with sub-clause	Attachment - 3

	<p>(2) or (3) of this clause, as the case may require and</p> <p>b) the rates of the dividends, if any, paid by the company in respect of each class of shares in the company for each of the five financial years immediately preceding the issue of the prospectus, giving particulars of each class of shares on which such dividends have been paid and particulars of the cases in which no dividends have been paid in respect of any class of shares for any of those years, and, if no accounts have been made up in respect of any part of the period of five years ending on a date three months before the issue of the prospectus, containing a statement of that fact (and accompanied by a statement of the accounts of the company in respect of that part of the said period up to a date not earlier than six months of the date of issue of the prospectus indicating the profit or loss for that period and the assets and liabilities position as at the end of that period together with a certificate from the auditors that such accounts have been examined and found correct by them. The said statement may indicate the nature of provision or adjustments made or are yet to made).</p>	NOT APPLICABLE
2.	<p>If the company has subsidiaries, the report shall-</p> <p>a) so far as regards profits and losses, deal with the profits or losses of the company (distinguishing items of a nonrecurring nature) for each of the five financial years immediately preceding the issue of the prospectus; and</p> <p>b) so far as regards assets and liabilities, deal with the assets and liabilities of the company at the last date to which the accounts of the Company were made up.</p>	NOT APPLICABLE
3.	<p>If the company has subsidiaries, the report shall –</p> <p>a) so far as regards profits and losses, deal separately with the company's profits or losses as provided by sub-clause (2) and in addition deal either –</p> <p>i) as a whole with the combined profits or losses of its subsidiaries so far as they concern members of the company; or</p>	NOT APPLICABLE

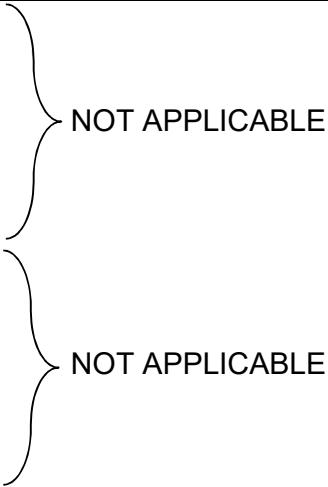
	<p>ii) individually with the profits or losses of each subsidiary, so far as they concern members of the company ; or, instead of dealing separately with the company's profits or losses, deal as a whole with the profits or losses of the company, and, so far as they concern members of the company, with the combined profits or losses of its subsidiaries; and</p> <p>b) so far as regards assets and liabilities, deal separately with the Company's assets and liabilities as provided by sub-clause (2) and in addition, deal either</p> <p>i) as a whole with the combined assets and liabilities of its subsidiaries, with or without the company's assets and liabilities; or</p> <p>ii) Individually with the assets and liabilities of each subsidiaries; and shall indicate as respects the assets and liabilities of the subsidiaries, the allowance to be made for persons other than members of the company.</p>	<p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p>
4.	Principal terms of loan and assets charged as security.	<p>As mentioned in Attachment I, the MSFC in exercise of power under section 29 of SFC Act, had taken over the entire Factory Building Plant, Machineries, equipment which was more than its principle amount of Rs. 59.35 Lac and the same has been disclosed in all the Annual Reports till 2021. Except above there is no loan and charge of whatsoever nature</p>
C.	Statutory and other information	
1.	Previous issue for cash.	
2.	<p>Previous public or rights issue, if any: (during last five years)</p> <p>(a) Date of allotment :</p> <p>Closing date :</p> <p>Date of refunds :</p> <p>Date of listing on the stock exchange :</p>	<p>NOT APPLICABLE</p>

	<p>(b) If the issue(s) at premium or discount and the amount thereof.</p> <p>(c) The amount paid or payable by way of premium, if any, on each share which had been issued within the two years preceding the date of the prospectus or is to be issued, stating the dates or proposed dates of issue and, where some shares have been or are to be issued at a premium and other shares of the same class at a lower premium, or at part or at a discount, the reasons for the differentiation and how any premiums received have been or are to be disposed of.</p>	<p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p>
3.	Commission or brokerage on previous issue.	
4.	Issue of shares otherwise than for cash.	NOT APPLICABLE
5.	Debentures and redeemable preference shares and other instruments issued by the company outstanding as on the date of prospectus and terms of issue.	NOT APPLICABLE NOT APPLICABLE
6.	<p>i) Details of directors, proposed directors, whole-time directors, their remuneration, appointment and, remuneration of managing directors, interests of directors, their borrowing powers and qualification shares.</p> <p>Any amount or benefit paid or given within the two preceding years or intended to be paid or given to any promoter or officer and consideration for payment of giving of the benefit.</p> <p>ii) The dates, parties to, and general nature of</p> <p>a) every contract appointing or fixing remuneration of a managing director or manager whenever entered into, that is to say, whether within or more than, two years before the date of the prospectus;</p> <p>b) every other material contract, not being a contract entered into in the ordinary course of the business carried on or intended to be carried</p>	<p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p>

	<p>on by the company or a contract entered into more than two years before the date of the prospectus.</p> <p>A reasonable time and place at which any such contract or a copy thereof may be inspected.</p> <p>iii) Full particulars of the nature and extent of the interest, if any, of every director or promoter-</p> <p>a) in the promotion of the company; or b) in any property acquired by the company within two years of the date of the prospectus or proposed to be acquired by it.</p> <p>Where the interest of such a director or promoter consists in being a member of a firm or company, the nature and extent of the interest of the firm or company, with a statement of all sums paid or agreed to be paid to him or to the firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a director or otherwise for services rendered by him or by the firm or company in connection with promotion or formation of the company.</p>	NOT APPLICABLE
7.	Rights of members regarding voting, dividend, lien on shares and the process for modification of such rights and forfeiture of shares.	AT PAR Process of modification – by consent of $\frac{3}{4}$ voting right holders of such shares or by Special Resolution
8.	Restrictions, if any, on transfer and transmission of shares/debentures and on their consolidation/splitting.	NONE
9.	Revaluation of assets, if any (during last five years).	NIL
10.	<p>Material contracts and inspection of documents, e.g</p> <p>A. Material Contracts B. Documents C. Time and place at which the contracts together with document will be available for inspection from the date of prospectus until the date of closing of subscription list.</p>	As on date, the company does not have any material contracts in hand.

PART- III

PROVISIONS APPLYING TO PARTS I AND II OF THE SCHEDULE

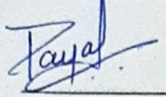
1.	Every person shall, for the purpose of this Schedule, be deemed to be a vendor who has entered into any contract, absolute or conditional, for the sale or purchase or for any option of purchase, of any property to be acquired by the company, in any case where – (a) the purchase money is not fully paid at the date of the issue of the prospectus ; (b) the purchase money is to be paid or satisfied, wholly or in part, out of the proceeds of the issue offered for subscription by the prospectus; (c) the contract depends for its validity or fulfillment on the result of that issue.	 <p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p>
2.	Where any property to be acquired by the company is to be taken on lease, this Schedule shall have effect as if the expression "vendor" included the lessor, the expression "purchase money" included the consideration for the lease, and the expression "sub-purchaser" included a sub-lessee.	NOT APPLICABLE
3.	If in the case of a company which has been carrying on business, or of a business which has been carried on for less than five financial years, the accounts of the company or business have only been made up in respect of four such years, three such years, two such years or one such year, Part II of this Schedule shall have effect as if references to four financial years, three financial years, two financial years or one financial year, as the case may be, were substituted for references to five financial years.	NOT APPLICABLE
4.	Where the five financial years immediately preceding the issue of the prospectus which are referred to in Part II of this Schedule or in this Part cover a period of less than five years, references to the said five financial years in either Part shall have effect as if references to a number of financial years the aggregate period covered by which is not less than five years immediately preceding the issue of the prospectus were substituted for references to the five financial years aforesaid.	NOT APPLICABLE
5.	Any report required by Part II of this Schedule shall either- (a) indicate by way of note any adjustments as respects the figures of any profits or losses or assets and liabilities dealt with by the report which appear to the persons making the report necessary ; or	NOT APPLICABLE

	(b) make those adjustments and indicate that adjustments have been made.	NOT APPLICABLE
6.	<p>Any report by accountants required by Part II of this Schedule –</p> <p>(a) shall be made by accountants qualified under this Act for appointment as auditors of the company; and</p> <p>(b) shall not be made by any accountant who is an officer or servant; or a partner or in the employment of an officer or servant, of the company or of the company's subsidiary or holding company or of a subsidiary of the company's holding company.</p> <p>For the purposes of this clause, the expression "officer" shall include a proposed director but not an auditor.</p>	<p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p>
7.	<p>Inspection of documents; Reasonable time and place at which copies of all balance sheets and profit and loss accounts, if any, on which the report of the auditors is based, and material contracts and other documents may be inspected.</p> <p>Note: Term ``year" wherever used herein earlier, means financial year.</p>	All statutory records are available at the Registered office of the Company.

Declaration

That all the relevant provisions of the Companies Act, 2013, and the guidelines issued by the Government or the guidelines issued by the Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in prospectus is contrary to the provisions of the Companies Act, 1956 or the Securities and Exchange Board of India Act, 1992 or rules made there under or guidelines issued, as the case may be

For REVATI ORGANICS LIMITED



Date:- 30th September, 2023

Place:- Mumbai

Payal Doshi
Company Secretary and Compliance Officer

Note:

1. Kindly note that the below clauses are not applicable to the company seeking revocation.
Part I – Vb, Ve, Vf, Vg, Vh, Vi, Vj, Vk, VI, VIIb, VIII.
Part II – B1 b), B2, B3, C1, C2, C3, C4, C5, C6.
Part III – 1, 2, 3, 4, 5, 6

Attachment “1”

History and main objects and present business of the company

REVATI ORGANICS LIMITED (ROL) was incorporated 28th May, 1993 under Registration No. 072194 under the Companies Act, 1956. The CIN of the Company is L24110MH1993PLC072194. The founder of the Company is Mr. Girish Shah who is Chemical Engineer from UDCT and M.Sc(Tech). Mr. Girish Shah conceived the Project for manufacturing Almond Oil and various range of Inorganic Chemicals.

With the financial assistance from Maharashtra State Financial Corporation (MSFC) of Rs. 75.00 Lac, the Company had set up the manufacturing unit in Village Gonde Dumale, Taluka-Igatpuri, District Nashik, which was backward zone for manufacturing of Almond Oil and various range of Inorganic Chemicals.

The Plant was successfully set up and was also operationally successfully. The Company posted PAT for the year 1994-95 and 1995-96.

Mr. Girish Shah, suffered heart attack in the last quarter of 1996 and in 1997 he had paralytic attack. In the meanwhile the Environment Ministry had came out with new Norms. Due to health problem of Pioneer Promoter Mr. Girish Shah, the Company hired the professional team but the finished product could not met the new norms and ultimately the factory had to be closed down.

Since the MSFC had the first charge over the Factory Land & Building, Plant & Machineries and equipment, the MSFC in exercise of provision of section 29 of State Financial Corporation Act, took over the entire plant vide its letter dated 18th November, 1998.

Since principal outstanding loan to MSFC was only Rs. 59.35 Lac and the Account became NPA, even after taking over the entire plant which was worth more than its outstanding amount had not issued No dues Certificate, hence the Company also kept the balance in its books of account, but not provided for depreciation.

Mr. Girish Shah expired on 27th February, 2017. Since the Company was incorporated by Mr. Girish Shah, his son Mr. Manish Shah would like to revive the Company. Mr. Manish Shah by qualification is MBA, Cost Accountant, MMS, DMTC, AMIE GRAD and into the business of acquisition, trading and distribution of feature film rights and is very successful in its business. The first step to revive the Company, he initiate to revoke the suspension of trading in the equity shares and start his existing business in Revati Organics Limited. Though the Cost of revocation would be around more than Rs. 50.00 Lac, he would like to revive the Company.

ANNEXURE - B

(In Rs.)						
Statement of Assets and Liabilities						
Sr. No.	Particulars	31 March 2023	31 March 2022	31 March 2021	31 March 2020	31 March 2019
I	EQUITY AND LIABILITIES					
1.	Shareholder's Fund					
	a) Share Capital	30,000,000	30,000,000	30,000,000	30,000,000	30,000,000
	b) Reserves and surplus	-14,157,834	-14,362,823	-14,380,005	-14,645,953	-14,626,886
	Subtotal - Shareholder's funds	15,842,166	15,637,177	15,619,995	15,354,047	15,373,114
2.	Non-current Liabilities					
	a) Long Term Borrowings	13,100,764	13,100,764	13,100,764	13,100,764	14,600,764
	b) Other Long-term liabilities	0	0	-	-	-
	Subtotal - Non-current liabilities	13,100,764	13,100,764	13,100,764	13,100,764	14,600,764
3	Current Liabilities					
	a) Short Term Borrowing	0	-	-	-	-
	b) Trade payable	2,486,250	2,505,870	3,686,702	53,872	477,586
	c) Other Current Liabilities	363,150	329,056	376,284	68,300	57,961
	Subtotal - Current liabilities	2,849,400	2,834,926	4,062,986	122,172	535,547
	TOTAL LIABILITIES	31,792,330	31,572,867	32,783,745	28,576,983	30,509,425
II	ASSETS					
1.	Non-current Assets					
	a) Fixed Assets - Tangible assets	5,235,848	5,235,848	5,235,848	5,235,848	5,235,848
	b) Non-current investments	2,310,000	2,310,000	2,310,000	2,310,000	2,310,000
	c) Long term loans and advances	15,239,500	15,239,500	15,239,500	15,239,500	15,239,500
	Subtotal - Non current assets	22,785,348	22,785,348	22,785,348	22,785,348	22,785,348
2.	Current Assets					
	a) Inventories	430	430	430	430	40,430
	b) Trade Receivable	3,127,335	3,311,000	7,232,280.00	2,866,497	3,619,013
	c) Cash and cash equivalents	-20,502	3,112,694	271,292	456,196	1,046,115
	d) Loans and advances	2,007,270	2,007,270	2,257,270	2,307,270	2,368,270
	d) Other Current Assets	6,892,449	356,125	237,125	161,242	650,250
	Subtotal - Current assets	9,006,982	8,787,519	9,998,397	5,791,635	7,724,078
	TOTAL ASSETS	31,792,330	31,572,867	32,783,745	30,509,426	30,509,425

ANNEXURE - B

(In Rs.)						
Statement of Profit and Loss						
Sr. No.	Particulars	31 March 2023	31 March 2022	31 March 2021	31 March 2020	31 March 2019
I	Revenue from Operations	5,625,000	5,940,000	5,825,000	530,500	-
II	Other Income	800,115	-	-	748,517	1,994,384
III	Total Income (I + II)	6,425,115	5,940,000	5,825,000	1,279,017	1,994,384
IV	Expenditure:					
	a) Cost of materials Consumed	-	-	-		
	b) Purchase of stock-in-trade finished goods and work in progress	4,075,000	3,391,500	3,475,000	40,000	-
	d) Employee benefits expenses	1,391,356	1,865,795	1,440,862	521,969	479,260
	e) Depreciation and amortisation expenses	-	-	-		
	f) Other Expenses	750,594	665,523	643,190	736,116	1,869,152
	Total expenses	6,216,950	5,922,818	5,559,052	1,298,085	2,348,412
V	Profit/(loss) before exceptional items and tax	208,165	17,182	265,948	-19,068	-354,028
VI	Exceptional Items	-	-	-		
VII	Profit/(loss) before tax	208,165	17,182	265,948	-19,068	-354,028
VIII	Tax Expense		-			
	a) Current Tax	3,176	-	41,490	-	-
	b) Deferred Tax Liability / Asset		-			
	c) MAT credit		-	-41,490	-	-
IX	Profit after tax	204,989	17,182	265,948	-19,068	-354,028
X	Other Comprehensive Income	-	-	-		
XI	Total Comprehensive Income for the year.	204,989	17,182	265,948	-19,068	-354,028