

Ref : RDL/BMD/2021  
Date : September 04, 2021

To,

Bombay Stock Exchange Limited  
**Corporate Relationship Department**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
MUMBAI : 400 001

Name of the Company : RAINBOW DENIM LIMITED  
BSE Scrip Code : 532441

Dear Sir,

**Sub : Annual Report for the financial year 2020-21 and  
Notice of 22nd Annual General Meeting**

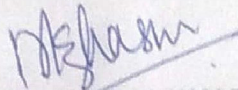
Pursuant to Regulation 34(1) read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed the following documents for the financial year 2020 - 2021;

- Notice of 22nd Annual General Meeting scheduled to be held on Monday, 27th September, 2021 through Video Conferencing (VC) / Other Audio Visual Means (OAVM).
- Annual Report

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully,  
For RAINBOW DENIM LIMITED  
(Company under Corporate Resolution Process)

  
DHARMENDRA KUMAR BHASIN  
RESOLUTION PROFESSIONAL  
Registration No. IBBI/IPA-002/IP-N00816/2019-2020/12564

Encl : a/a



Regd. Office & Factory : Village Chaundheri, P.O. Dapper,  
Near Lalru, Ambala-Chandigarh Highway, Dist. Mohali,  
Punjab, 140506 (India)  
Tel : +91 - 1762 - 248810 / 11 / 12 / 248295 / 248296  
Fax : +91 - 1762 - 248761 / 248809  
Email : rainbow@rainbowdenim.com



The logo for Rainbow Denim Ltd. features a large, stylized blue letter 'R' on the left. To its right, the word 'RAINBOW' is written in a bold, black, serif font. A horizontal blue line extends from the bottom of the 'R' under the word 'RAINBOW'. Below this line, the words 'DENIM LTD.' are written in a bold, black, serif font.

**RAINBOW**  
**DENIM LTD.**

**TWENTY SECOND ANNUAL REPORT 2020-2021**

**BOARD OF DIRECTORS**

**CHAIRMAN**

MR H. D. RAMSINGHANI

**REGISTERED OFFICE & WORKS**

VILLAGE CHAUNDHERI,  
P O DAPPAR, TEHSIL DERABASSI,  
DIST MOHALI, PUNJAB 140506  
CIN: L18101PB1999PLC022452  
Email: rainbow@rainbowdenim.com  
Website: www.rainbowdenim.com  
Tel: 01762- 248810/11/12;  
Fax: 01762-248761/248809

**DIRECTORS**

MR. D. N. SINGH

MR. R. G. KULKARNI

MR. B. L. KHANNA

MR S S ARORA

(Whole Time Director up to 31/05/2020)

**CORPORATE OFFICE**

51/52, FREE PRESS HOUSE,  
FREE PRESS JOURNAL MARG,  
NARIMAN POINT  
MUMBAI 400021,  
Email : cs@rainbowdenim.com  
Tel.No.: (91-22) 2283 3355 / 2283 4182  
Fax : (91-22) 2204 9946

**AUDITORS**

KHANDELWAL & MEHTA LLP  
CHARTERED ACCOUNTANTS

**REGISTRARS & TRANSFER AGENT**

LINK INTIME INDIA PVT.LTD.  
C101, 247 PARK,  
L B S MARG, VIKHROLI (WEST),  
MUMBAI 400 078  
Tel.No.: (91-22) 49186000  
Fax : (91-22) 49186060  
E-mail: rnt.helpdesk@linktime.co.in  
Website : www.linkintime.com

**NOTICE**

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of RAINBOW DENIM LIMITED, a company under Corporate Insolvency Resolution Process under the provisions of the Insolvency and Bankruptcy Code, 2016, will be held on Monday, September 27, 2021 at 3.00 p.m. through two way Video Conferencing/Other Audio Visual Means (VC/OAVM) to transact the following business. The venue of the Meeting will be deemed to be the Registered Office of the Company at Village Chaundheri, P O Dappar, Tehsil Derabasi, District Mohali, Punjab 140506.

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2021 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. H D Ramsinghani (DIN 00035416) who retires by rotation and being eligible, offers himself for reappointment.

(His re-appointment on the Board is being made as a part of compliance with section 152(6) of the Companies Act, 2013. However, in terms of Section 17 of Insolvency and Bankruptcy Code, 2016 the powers of the Board shall continue to remain suspended during the continuance of Corporate Insolvency Resolution Process)

**NOTES**

1. In view of the prevailing pandemic situation in the country, the Ministry of Corporate Affairs (MCA) has waived the requirement of holding a physical meeting and hence the Meeting will be held through VC/OAVM.
2. As per the directions issued by Securities and Exchange Board of India (SEBI) and the MCA, the company would be sending the Annual Report for the financial year 2020-21 along with the Notice of the 22nd Annual General Meeting through e-mail to those members who have registered their e-mail IDs with the Company/DP. The Annual Report and the Copy of the Notice will be placed on the website of the Company [www.rainbowdenim.com](http://www.rainbowdenim.com) and also filed with BSE.
3. As per the directions of Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA), since the Meeting is being conducted through VC/OAVM, the option of appointing proxies will not be available for this Annual General Meeting (AGM) and hence the Proxy form, Attendance Slip and Route Map are not being enclosed with the Notice. However, corporate Members intending to attend and vote at the AGM are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting to the Company, to the Scrutinizer and also to Central Depository Services Limited.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday the 20<sup>th</sup> day of September, 2021 to Monday the 27<sup>th</sup> day of September, 2021 (both days inclusive).
5. Relevant documents referred to in the accompanying Notice and the Statements are available for inspection through electronic mode up to the date of the meeting.
6. Members desirous of seeking any information concerning the Accounts are requested to address their queries in advance to the Company mentioning their name, folio/demat account number, email ID and Mobile Number to [rdjog@ramagroup.co.in](mailto:rdjog@ramagroup.co.in) at least seven days before the date of the Meeting. Queries/Questions received after September 20, 2021 will not be considered or responded to at the AGM. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending an email to [rdjog@ramagroup.co.in](mailto:rdjog@ramagroup.co.in) up to 5.00 p.m. on Monday, September 20, 2021.
7. MCA has undertaken a 'Green initiative in Corporate Governance' and allowed companies to share documents with its shareholders through electronic mode. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Link Intime India Private Limited.

8. The Company is pleased to provide e-voting facility through Central Depository Services (India) Limited (CDSL) to enable all the Members to cast their votes electronically on the resolutions mentioned in the Notice dated August 12, 2021 for the 22nd AGM of the Company. The instructions for members voting electronically are given below:

**CDSL e-Voting System – For Remote e-voting and e-voting during AGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the MCA vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and at any time after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.rainbowdenim.com](http://www.rainbowdenim.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).



**THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on Thursday the 23<sup>rd</sup> September 2021 and ends on Sunday the 26<sup>th</sup> day of September 2021. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 20, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility to be 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs 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 Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</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 where the e-Voting is in progress during or before the AGM.</li> </ol>
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.nsd.com">https://eservices.nsd.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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
	<p>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></p> <p>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 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use forgot User ID and forgot 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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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

(iv) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the e-voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Facility for Non – Individual Shareholders and Custodians –Remote e-voting
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; rdjog@ramagroup.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at rdjog@ramagroup.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at rdjog@ramagroup.co.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like 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) by email to RTA email id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 RTA email id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

The Company has appointed Mr Ajay K Arora, Practicing Company Secretary (M No FCS 2191) as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.

The results shall be declared after the Annual General Meeting and the Results along with the Scrutinizers report shall be placed on the web site of the Company and will also be forwarded to the Stock Exchange.

**FOR RAINBOW DENIM LIMITED**

(Company under Corporate Insolvency Resolution Process)

**H. D. RAMSINGHANI**

**CHAIRMAN**

**DIN : 00035416**

Place : Mumbai

Dated : August 12, 2021

**INFORMATION PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Pursuant to Regulation 36 (3) of the SEBI (LODR) Regulations, 2015, the particulars of Director proposed to be Re-appointed at the forthcoming Annual General Meeting are as under :

<b>Sr. No.</b>	<b>Name of the Director</b>	H. D. Ramsinghani
1.	<b>DIN</b>	00035416
2.	<b>Date of Birth</b>	08/01/1962
3.	<b>Qualifications</b>	B.Com MBA
4.	<b>Brief Profile</b>	Mr. Haresh D Ramsinghani has done his Post Graduation in Management from USA and has over 37 years of rich and varied experience in the field of Textiles, Petrochemicals and Fertilizers.
5.	<b>Date of first Appointment in current designation</b>	June 18, 2001
6.	<b>List of other Directorships (excluding Foreign Company)</b>	Rama Phosphates Limited Rainbow Agri Industries Limited Rama Petrochemicals Limited Nova Gelicon Pvt Limited Blue Lagoon Investments Pvt Limited Rama Capital & Fiscal Services Pvt Limited Jupiter Corporate Services Pvt Limited Rama Industries Limited

**DIRECTORS REPORT****BACKGROUND**

Pursuant to the Order dated December 9, 2019 of the Hon'ble National Company Law Tribunal – Chandigarh Bench (“NCLT Order”), Corporate Insolvency Resolution Process (“CIR Process”) has been initiated for the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016, (“Code”) and related Rules and Regulations issued thereunder. Mr. Dharmendra Kumar Bhasin (Registration No. IBBI/ IPA-002/IP-N00816/ 2019-2020/12564) was appointed as the Interim Resolution Professional (“IRP”) in terms of the NCLT Order. Subsequently Mr Dharmendra Kumar Bhasin was confirmed as the Resolution Professional (RP) by the Committee of Creditors in its meeting held on 07-01-2020. On appointment of IRP/RP the powers of Board of Directors of the Company stand suspended and such powers along with the management of affairs of the Company are vested with the RP.

In the light of the above developments, Your Directors present the 22nd Annual Report and the Audited Financial Statements for the financial year ended March 31, 2021.

**FINANCIAL RESULTS****(₹ in Lakhs)**

<b>PARTICULARS</b>	<b>YEAR ENDED 31.03.2021</b>	<b>YEAR ENDED 31.03.2020</b>
Profit/(Loss) before Depreciation	<b>(630.58)</b>	(1426.60)
Depreciation	<b>115.27</b>	189.18
Profit/(Loss) for the Year	<b>(745.85)</b>	(1615.78)
Other comprehensive Income/(Expense)	<b>(7.20)</b>	74.31
Total Comprehensive Profit/(Loss) for the Year.	<b>(753.05)</b>	(1541.47)

**BRIEF DESCRIPTION OF THE COMPANY’S WORKING DURING THE YEAR AND THE STATE OF COMPANY’S AFFAIRS:**

There was no production of Denim fabric during the year under review as compared to 54.69 lakh meters during the previous year. The Company has achieved a sales turnover of ₹ 45.74 lakh during the year under review as compared to a turnover of ₹ 402 lakh during the previous year.

**DIVIDEND**

In view of loss no Dividend was considered. No appropriation has been made to any specific reserve during the year under review.

**SHARE CAPITAL**

There was no change in the Equity share capital structure of the Company during the year under review. The Company does not have an Employee Stock Option Scheme nor are there any shares which are held in trust for the benefit of employees of the Company.

The Company does not have outstanding Warrants or Debt instruments as on the date of the Report and hence Credit Rating provisions are not applicable.

**FUTURE PROSPECTS**

The future prospects of the Company depend on the outcome of the ongoing CIR Process During the year under review, the manufacturing activities at the Lalru Plant situated in the state of Punjab continued to remain suspended.

**CORPORATE GOVERNANCE**

A Report on Corporate Governance along with the Auditor’s Certificate regarding Compliance of the conditions of Corporate Governance pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.

## **DIRECTORS RESPONSIBILITY STATEMENT**

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

1. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. Appropriate policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and the loss of the Company for the year ended March 31, 2021;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 and 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. Internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and were operating effectively; and
6. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

## **AUDIT COMMITTEE**

The Company has constituted an Audit Committee which presently comprises of the following Directors viz. Mr. D.N. Singh – Chairman, Mr. H.D. Ramsinghani and Mr. R.G. Kulkarni. All the members of the Audit Committee are financially literate and have experience in financial management. The Audit Committee acts in accordance with the terms of reference specified from time to time by the Board.

## **OTHER COMMITTEES**

The Stakeholders Relationship Committee which presently consists of Mr. D.N. Singh (Chairman), Mr. H.D. Ramsinghani and Mr. S. S. Arora. The Nomination and Remuneration Committee comprising of Mr. D.N. Singh (Chairman), Mr. H.D. Ramsinghani and Mr. R. G. Kulkarni. The Company has not constituted a Corporate Social Responsibility Committee as the Company does not fulfill the prescribed criteria.

## **DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES**

The Company does not have any Subsidiary/Joint Venture/Associate Company as on the date of this Report.

## **DISCLOSURES**

Information relating to the conservation of energy, technology absorption, foreign exchange earnings and outgo to the extent applicable, is annexed hereto as Annexure A and forms a part of this Report.

The Whole Time Director was not paid any remuneration during the year under review. No remuneration was paid to non-executive Directors. There were no employees drawing remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the year under review or part thereof. The Details pertaining to remuneration of top ten employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed hereto as Annexure B and Annexure C and forms a part of the Report. Details of loans, guarantees and investments, if any, are given under the Notes to Financial Statements.

There were no transactions with Related Parties during the year under review. There were no material related party transactions with the Promoters, Directors or the Key Managerial Personnel or their relatives during the year under review.



Pursuant to the Order dated December 9, 2019 of the Hon'ble National Company Law Tribunal – Chandigarh Bench (“NCLT Order”), Corporate Insolvency Resolution Process (“CIR Process”) has been initiated for the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016, (“Code”) and related Rules and Regulations issued thereunder.

There is no change in the nature of business of the Company during the year.

The Company has formulated a Whistle Blower Policy under which all personnel have access to the Audit Committee to report genuine concerns or grievances relating to the business activities of the Company in general.

There were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the year under review.

### **DIRECTORS**

As the powers of the Directors are suspended, no meetings of the Board of Directors were held during the year under review.

Mr. H D Ramsinghani (DIN 00035416) retires from the Board of Directors by rotation and is eligible for re-appointment.

All Independent directors have given declarations that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulations, 2015.

None of the Directors are disqualified from being appointed / reappointed as Directors of the Company as per the disclosures filed by the Directors with the Company.

The Board of Directors have framed a policy in relation to remuneration of directors, Key Managerial Personnel and senior Management and it lays down criteria for selection and appointment of Board Members. The details of the policy are available on the website of the Company [www.rainbowdenim.com](http://www.rainbowdenim.com).

The independent Directors of the Company are informed about their roles, rights and responsibilities in the Company and also about the nature of the industry in which company operates and other related matters. The details of the familiarization program are available on the website of the Company [www.rainbowdenim.com](http://www.rainbowdenim.com)

### **STATUTORY AUDITORS**

M/s. Khandelwal & Mehta LLP, (Membership No W100084) were appointed as Statutory Auditors of the Company at the 19<sup>th</sup> Annual General Meeting held on September 18, 2018, to hold office till the conclusion of the 24<sup>th</sup> Annual General Meeting. M/s. Khandelwal & Mehta LLP have confirmed that they are not disqualified from continuing as Auditors of the Company.

### **STATUTORY AUDITORS REPORT**

Your Directors refer to the observations made by the Auditors in their Report and wish to state that the management is hopeful that, subject to the outcome of the CIR process, the Company would be able to continue its operations in the foreseeable future in the normal course of business and hence, the accounts have been prepared on a going concern basis and the value of impairment, if any, has not been ascertained. In view of the above the impact of the observations on the financial statements for the year under review is not ascertainable.

### **INTERNAL AUDIT**

The Company has appointed M/s S.S Kothari Mehta & Co., Chartered Accountants as the Internal Auditors and their scope of work includes review of processes, operational efficiency and effectiveness of systems and processes and assessment of adequacy of internal controls and safeguards apart from specific operational areas as per the directions of the Audit Committee.

### **CORPORATE SOCIAL RESPONSIBILITY**

The provisions relating to Corporate Social Responsibility do not apply to the Company as the Company does not meet the criteria laid down in Section 135 of the Companies Act, 2013.

### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has adequate system of internal controls that are commensurate with its size and nature of business to safeguard and protect the Company from losses and unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and ensuring timely reporting of financial statements. There were no frauds reported by the Auditors of the Company as on the date of this Report.

### **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules made there under, the Company has appointed A. Arora & Co to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed hereto as Annexure D and forms a part of this Report. The Directors refer to the observations made by the Secretarial Auditor and wish to state that the non-appointment of Executive Director, Women Director and Company Secretary and non-holding of Board and Committee meetings and non- publication of financial results and non-maintenance of Structured digital data base for UPSI was due to the fact that the Company is under CIR Process and the powers of the Board are suspended.

### **COST AUDIT**

The Cost Audit Report for the financial year ended 31st March 2020 was filed on September 25, 2020 with Ministry of Corporate Affairs.

### **EXTRACT OF ANNUAL RETURN**

The extract of the Annual Return in Form MGT 9 pursuant to the provisions of Section 92 of the Companies Act, 2013 is annexed hereto as Annexure E and forms a part of this Report.

### **WEB ADDRESS**

The Annual Return referred to in Section 92(3) of the Companies Act, 2013 and other details about the Company are available on the website of the Company [www.rainbowdenim.com](http://www.rainbowdenim.com).

### **FIXED DEPOSITS**

The Company has not accepted any public deposits and as such no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

### **SAFETY, ENVIRONMENTAL CONTROL & PROTECTION**

The Company has taken all the necessary steps for Safety and Environmental Control and Protection at its plant at Lalru.

### **INDUSTRIAL RELATIONS**

The Industrial Relations were affected during the year under review due to labour unrest at the Lalru Plant.

### **ACKNOWLEDGEMENT**

Your Directors sincerely record their appreciation with gratitude for the continued support and assistance extended to the Company by the Banks and various Government Departments and Agencies.

**FOR RAINBOW DENIM LIMITED**  
(By the order of the Resolution Professional)

**H. D. RAMSINGHANI**  
**CHAIRMAN**  
**DIN : 00035416**

Place : Mumbai  
Dated : August 12, 2021

**ANNEXURE 'A' TO DIRECTORS REPORT**

**PARTICULARS PURSUANT TO SECTION 134(3) OF THE COMPANIES ACT, 2013 FORMING A PART OF THE DIRECTORS REPORT FOR THE YEAR ENDED MARCH 31, 2021**

**A) CONSERVATION OF ENERGY :**

**a) Energy conservation measures taken:**

As the manufacturing activities of the Company were closed during the year under review, no new energy conservation measures were taken.

**b) Additional investment proposals, if any, being implemented for reduction of consumption of energy:**

As the manufacturing activities of the Company were closed during the year under review, no additional investment proposals were considered.

**c) Impact of measures at (a) and (b) above for reduction of Energy Consumption and consequent impact on the cost of production of goods :**

Not applicable

**d) Particulars with respect to conservation of energy :**

	2020-21	2019-20
<b>A. POWER AND FUEL CONSUMPTION :</b>		
<b>1. ELECTRICITY :</b>		
<b>a. Purchased (PSPCL) :</b>		
Units (in thousand)	386	867
Total cost (₹ in Lacs)	29.10	86.26
Rate per Unit (₹)	7.53	9.95
<b>b. Own Generation :</b>		
<b>Through Diesel Generation :</b>		
Units (in thousand)	Nil	4
Units per Liter of Diesel	NA	3.20
Cost per Unit (₹)	NA	21.43
<b>Through Steam Turbine/Generator :</b>		
Units (in thousand)	Nil	Nil
Units per Liter of Fuel, Oil, Gas	NA	NA
Cost per unit	NA	NA
<b>2. FURNACE OIL :</b>		
Quantity (in Kiloliters)	Nil	Nil
Total Amount (₹ in Lacs)	Nil	Nil
Average Rate	NA	NA
<b>3. OTHER INTERNAL GENERATION</b>	Nil	Nil
<b>B. CONSUMPTION PER UNIT OF PRODUCTION :</b>		
Production of Denim Fabric (in Lacs Meters)	Nil	1.81
Electricity (kwh per Meter)	NA	4.78
Furnace Oil	Nil	Nil
Coal	Nil	Nil

**B) PARTICULARS WITH RESPECT TO ABSORPTION, ADAPTATION AND INNOVATION :**

**I. RESEARCH AND DEVELOPMENT (R & D) :**

**1. Specific areas in which R & D is carried out by the Company :**

As the manufacturing activities of the Company were closed during the year under review, no new R&D activities were carried out.

**Benefits derived as a result of R & D :**

Not Applicable as plant was closed for the entire year under review.

**2. Future Plan of Action :**

Not Applicable

**3. Expenditure on R & D :**

Expenditure on R & D, if any, has been shown under the respective heads of expenditure in the Statement of Profit and Loss as no separate Account is maintained.

**II. TECHNOLOGY ABSORPTION ADAPTATION AND INNOVATION :**

**1. Efforts in brief made towards technology absorption, adaptation and innovation :**

Plant and Machinery of latest technology has been installed and the Company is making continuous efforts to carry out innovation wherever possible.

**2. Benefits derived as a result of above efforts :**

Not Applicable as plant was closed for the entire year under review.

**3. Information of Imported Technology :**

Not Applicable

**C) FOREIGN EXCHANGE EARNINGS AND OUTGO :**

	(₹ in Lakhs)
Foreign Exchange used	Nil
Foreign Exchange earned	Nil

**FOR RAINBOW DENIM LIMITED**  
(By the Order of the Resolution Professional)

**H. D. RAMSINGHANI**  
**CHAIRMAN**  
**DIN : 00035416**

Place : Mumbai  
Dated : August 12, 2021

**ANNEXURE 'B' TO DIRECTORS REPORT**

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

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.	Not Applicable as no remuneration was paid to the Directors during the year under review
(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	Not Applicable as no remuneration was paid to the Directors or Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager during the year under review
(iii) The percentage increase in the median remuneration of employees in the financial year.	Nil
(iv) The number of permanent employees on the rolls of company;	304
(v) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Not Applicable as no remuneration was paid to the Directors or Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager during the year under review
(vi) Affirmation that the remuneration is as per the remuneration policy of the company.	The remuneration is as per the remuneration policy of the company.

**FOR RAINBOW DENIM LIMITED**

(By the Order of the Resolution Professional)

**H. D. RAMSINGHANI**

**CHAIRMAN**

**DIN : 00035416**

Place : Mumbai

Dated : August 12, 2021

**ANNEXURE 'C' TO DIRECTORS REPORT**

**PARTICULARS OF REMUNERATION AS REQUIRED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- A. Employed for the entire year under review and were in receipt of Remuneration of not less than ₹ 1,02,00,000/- p.a.  
**NIL**
- B. Employed for a part of the year under review and were in receipt of Remuneration of not less than ₹ 8,50,000/- p.m.  
**NIL**
- C. Details of Top 10 employees in terms of remuneration drawn as on 31.03.2021 will be provided on request.

**FOR RAINBOW DENIM LIMITED**

(By the Order of the Resolution Professional)

**H. D. RAMSINGHANI**

**CHAIRMAN**

**DIN : 00035416**

Place : Mumbai

Dated : August 12, 2021



**ANNEXURE 'D' TO DIRECTORS REPORT**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021**

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

To,  
The Members,  
Rainbow Denim Limited (Under CIRP)  
Village: Chaundheri,  
P.O. Dappar, Tehsil: Derabassi,  
Dist.: Mohali, Punjab.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by RAINBOW DENIM LIMITED (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 RAINBOW DENIM LIMITED'S books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 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 RAINBOW DENIM LIMITED ("the Company") for the financial year ended on March 31, 2021 under the provisions of below mentioned regulations, which were shared with me. It is informed that due to prevailing nationwide restrictions in light of COVID-19, I was not able to carry out physical inspection of the said records:

- (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) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2013.
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the amendments thereof: Not Applicable, as none of the securities of the company were delisted during the audit period.
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009- Not applicable as the company has not issued any securities during the financial year under review.

- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014- Not Applicable as the company has not provided any share based benefits to the employees during the year.
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Chapter V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- Not applicable as the company has not issued any debt securities during the financial year under review.
  - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- Not applicable as the company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review.
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- Not applicable as the company has not bought back any of its securities during the financial year under review.
- (vi) As per the representation made by the management and relied upon by the auditor, major provisions and requirements have also been complied with as prescribed under applicable Labour and environmental laws viz. The Factories Act, 1948, The Payment of Wages Act, 1936, The Minimum Wages Act, 1948, Employee State Insurance Act, 1948, The Employee's Provident Fund and Miscellaneous Provisions Act, 1952, Environment Protection Act, 1986, The Air (Prevention and Control of Pollution) Act, 1981, The Water (Prevention and Control of Pollution) Act, 1974.

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('LODR Regulations') being listed on BSE Limited;

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

Based on our examination and the information received and records maintained, I further report that the Company is under Corporate Insolvency Resolution Process and the powers of the Board of Directors have been suspended pursuant to Section 17 of Insolvency and Bankruptcy Code, 2016 pursuant to order dated 9<sup>th</sup> December, 2019 of Hon'ble National Company Law Tribunal. The Board of Directors of the Company was constituted with Non-Executive Directors and Independent Directors. However, the company had no Executive Director or Woman Director on the Board during the audit period.

Based on the compliance mechanism established by the company, I am of an opinion that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that National Company Law Tribunal, Chandigarh Bench vide its Order No. NCLT/CHD/Reg/CC/699 dated 09.12.2019 admitted the petition of Operational Creditor under Section 9 of the Insolvency and Bankruptcy Code, 2016 against the company.

Accordingly, the Insolvency Proceedings of the company were initiated and the Board of Directors of the company stood suspended. As per the management, due to the initiation of the CIRP Proceedings and consequent suspension of the Board, the following instance of delays or irregularities has been observed:

- i. The company has not appointed a Company Secretary during the audit period;
- ii. no meeting of the Board of Directors, Independent Directors or any committees of the Board were held after initiation of CIRP Proceedings and suspension of Board. As a result of the same, the prescribed information, reports and certificate etc. as required to be reviewed by the Board/ Committee under the Companies Act, 2013 could not be reviewed;

- iii. The copies of the periodical financial results of the company, as prescribed under Regulation 47 (1)(b) are not published in newspapers. Nor are the copies of the published advertisements available on the website of the company. As per the information provided by the company, the publications was discontinued as a cost prevention measure adopted as the company is under CIRP.
- iv. the company is not maintaining a structured digital database of the persons or entities with whom the unpublished price sensitive information is shared.

As per the information provided to us and also available on the official portal of BSE Limited, meetings of the Committee of Creditors (CoC) were held. However, the proceedings of the Corporate Insolvency Resolution Process being carried out under the provisions of Insolvency and Bankruptcy Code, 2016, are not covered within the scope and purview of the Secretarial Audit carried out by us and we are not privy to the proceedings of the CoC meetings and any decisions made therein pertaining to the Corporate Insolvency Resolution Process.

Apart from the business stated above, there were no instances of:

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

**For A. ARORA & COMPANY**

**AJAY K. ARORA**

**FCS No. 2191**

**C P No.: 993**

**UDIN: F002191C000780320**

Place: Chandigarh

Date : August 12, 2021

This report is to be read with our letter of even date which is annexed as “Annexure A” and forms an integral part of this report.

To,  
The Members  
Rainbow Denim Limited,  
Village: Chaundheri,  
P.O. Dappar, Tehsil: Derabassi,  
Dist.: Mohali, Punjab.

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

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

For **A. ARORA & COMPANY**

**AJAY K. ARORA**

**FCS No. 2191**

**C P No.: 993**

**UDIN: F002191C000780320**

Place: Chandigarh  
Date : August 12, 2021

**MANAGEMENT DISCUSSION AND ANALYSIS**

**1. Background**

Pursuant to the Order dated December 9, 2019 of the Hon'ble National Company Law Tribunal – Chandigarh Bench (“NCLT Order”), Corporate Insolvency Resolution Process (“CIR Process”) has been initiated for the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016, (“Code”) and related Rules and Regulations issued thereunder. Mr. Dharmendra Kumar Bhasin ( Registration No. IBBI/ IPA-002/IP-N00816/2019-2020/12564.) has been appointed as the Resolution Professional (“RP”) in terms of the NCLT Order. The powers of Board of Directors of the Company stand suspended effective from the CIR Process commencement date and such powers along with the management of affairs of the Company are vested with the IRP.

2. As the Company is in CIR Process hence the information about Industry Structure and Developments, outlook, opportunity and threats, developments, risk and concerns has not been provided separately.

**3. SEGMENTWISE PERFORMANCE**

The Company operates only in one Segment, viz. manufacture of Denim Fabric and the same is reflected in the financial statements.

**4. INTERNAL CONTROL SYSTEMS**

The Company has an adequate system of internal controls that ensures that all assets are protected against loss from unauthorized use or disposition and all transactions are recorded and reported in conformity with generally accepted accounting principles.

**5. FINANCIAL PERFORMANCE**

During the year under review, the Company has achieved a sales turnover of Rupees 45.74 lakhs as compared to a turnover of Rupees 402 lakhs during the previous year.

During the year under review, Company has incurred Loss after tax of Rupees 753.05 lakhs as compared to loss of Rupees 1541.47 lakhs during the previous year.



**6. SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS**

PARTICULARS	For the year ended March 31, 2021	For the year ended March 31, 2020
Debtors turnover ratio	7.79	2.63
Inventory turnover ratio (On Cost of Goods sold) **	1.93	2.56
Interest coverage ratio (Earnings before interest and tax / finance cost) **	0.42	(0.28)
Current ratio **	0.04	0.07
Debt Equity ratio	(0.80)	(0.76)
Operating margin ratio (operating profit = profit before tax + depreciation + finance cost + loss on disposal of property, plant - other income/ revenue from operation) **	(1630.55%)	(260.01%)
Net Profit Margin (Profit for the year / revenue from operation) **	(65.70)	(86.50%)
Return on Net worth (RONW) @	4.66	10.00%

\*\* These Ratios deteriorated due to decline in total Turnover from ₹ 1782 Lakhs to ₹ 1146 Lakhs during the current year as compared to previous year.

@ Return on Net worth (RONW) is positive because the Company incurred loss and Shareholders' Fund is also negative.

**7. HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

During the year under review, the manufacturing activities at the Company's Plant continued to be suspended. The Industrial Relations were affected due to labour unrest at the Lalru Plant.

**9. CAUTIONARY STATEMENT**

Statements in this Report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include outcome of the Corporate Resolution Process. The Company assumes no responsibility to amend, modify or revise any of the statements on the basis of subsequent developments, information or events.

**FOR RAINBOW DENIM LIMITED**  
( By the Order of the Resolution Professional)

**H. D. RAMSINGHANI**  
**CHAIRMAN**  
**DIN:00035416**

Place : Mumbai  
Date : August 12, 2021

**ANNEXURE 'E' TO DIRECTORS REPORT**

**FORM MGT – 9**

**EXTRACT OF ANNUAL RETURN AS ON MARCH 31, 2021**

**I. REGISTRATION AND OTHER DETAILS :**

i)	CIN	L18101PB1999PLC022452
ii)	Registration Date [DDMMYY]	8/04/1999
iii)	Name of the Company	Rainbow Denim Limited
iv)	Category/ Sub Category of the Company	Public Company limited by shares
v)	Address of Registered office and contact details	Village Chaundheri, PO Dappar, Tehsil Derabassi, District Mohali, Punjab 140506 Tel: 1762 – 248810, Fax: 1762 - 248761
vi)	Whether shares listed on recognized Stock Exchange(s)	Yes
vii)	Name, Address and contact details of Registrar & Transfer Agent, if any	Link Intime India Private Limited C-101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai 400083 Tel: 022-49186000, Fax: 022 - 49186060

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

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Denim Fabric	13121	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

SR. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
N A	N A	N A	N A

**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[As on 31-March-2020]				No. of Shares held at the end of the year[As on 31-March-2021]				% 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	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
b) Central Govt	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
c) State Govt(s)	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
d) Bodies Corp.	6910426	Nil	6910426	52.02	6910426	Nil	6910426	52.02	Nil
e) Banks / FI	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
f) Any other (Directors & Relatives)	213755	Nil	213755	1.61	213755	Nil	213755	1.61	Nil
<b>Sub-total (A)(1):-</b>	<b>7124181</b>	<b>Nil</b>	<b>7124181</b>	<b>53.63</b>	<b>7124181</b>	<b>Nil</b>	<b>7124181</b>	<b>53.63</b>	<b>Nil</b>

**Annual Report 2020-2021**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2020]				No. of Shares held at the end of the year[As on 31-March-2021]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRI-Individuals	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
b) Other-Individuals	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
c) Bodies Corp.	2517435	Nil	2517435	18.95	2517435	Nil	2517435	18.95	Nil
d) Banks/FI	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
e) Any Other (Directors & relatives)	8022	Nil	8022	0.06	8022	Nil	8022	0.06	Nil
<b>Sub-total (A) 2):-</b>	<b>2525457</b>	<b>Nil</b>	<b>2525457</b>	<b>19.01</b>	<b>2525457</b>	<b>Nil</b>	<b>2525457</b>	<b>19.01</b>	Nil
<b>Total shareholding of Promoter (A) = (A) (1)+(A)(2)</b>	<b>9649638</b>	<b>Nil</b>	<b>9649638</b>	<b>72.64</b>	<b>9649638</b>	<b>Nil</b>	<b>9649638</b>	<b>72.64</b>	Nil
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	280	Nil	280	0.00	280	Nil	280	0.00	Nil
b) Banks / FI	622320	1800	624120	4.70	622320	1800	624120	4.70	Nil
c) Central Govt	40	Nil	40	0.00	40	Nil	40	0.00	0.00
d) State Govt(s)	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
e) Venture Capital Funds	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
f) Insurance Companies	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
g) FIIs	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
h) Foreign Venture Capital Funds	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
i) Others (specify)	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
<b>Sub-total (B)(1)</b>	<b>622640</b>	<b>1800</b>	<b>624440</b>	<b>4.70</b>	<b>622640</b>	<b>1800</b>	<b>624440</b>	<b>4.70</b>	<b>Nil</b>
2. Non-Institutions									
<b>a) Bodies Corp.</b>									
i) Indian	193134	13280	206414	1.55	171193	13280	184473	1.39	(0.16)
ii) Overseas	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	1025937	605550	1631487	12.28	1178110	598106	1776216	13.37	1.09
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	998638	Nil	998638	7.52	870542	Nil	870542	6.55	(0.97)
NBFCs registered with RBI	400	Nil	400	0.00	Nil	0	Nil	0.00	Nil

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2020]				No. of Shares held at the end of the year[As on 31-March-2021]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>c) Others - (specify)</b>									
Non Resident Indians	26248	9760	36008	0.27	30869	9160	40029	0.30	0.03
Overseas Corporate Bodies	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
Foreign Nationals	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
Clearing Members	2303	Nil	2303	0.02	142	Nil	142	Nil	(0.02)
Trusts	160	Nil	160	Nil	440	Nil	440	Nil	Nil
HUF	134255	Nil	134255	1.01	137743	80	137823	1.04	0.03
Foreign Bodies - D R	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
<b>Sub-total (B)(2)</b>	<b>2381075</b>	<b>628590</b>	<b>3009665</b>	<b>22.66</b>	<b>2389039</b>	<b>620626</b>	<b>3009665</b>	<b>22.66</b>	Nil
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>3003715</b>	<b>630390</b>	<b>3634105</b>	<b>27.36</b>	<b>3011679</b>	<b>622426</b>	<b>3634105</b>	<b>27.36</b>	Nil
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
<b>Grand Total (A+B+C)</b>	<b>12653353</b>	<b>630390</b>	<b>13283743</b>	<b>100</b>	<b>12661317</b>	<b>622426</b>	<b>13283743</b>	<b>100</b>	Nil

**ii) Shareholding of Promoter-**

SN	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	Blue Lagoon Investments Pvt Ltd	172808	1.30	1.30	172808	1.30	1.30	Nil
2	H. D. Ramsinghani	8	0.00	Nil	8	0.00	Nil	Nil
3	Silver Eagle Inc.	2517435	18.95	11.36	2517435	18.95	11.36	Nil
4	Jupiter Corporate Services Pvt Ltd	214197	1.61	Nil	214197	1.61	Nil	Nil
5	Libra Mercantile Pvt Ltd	238877	1.80	1.74	238877	1.80	1.74	Nil
6	Lajwanti D Ramsinghani	8014	0.06	0.03	8014	0.06	0.03	Nil
7	Prarabdh Trading Co Pvt Ltd	464	0.003	Nil	464	0.003	Nil	Nil
8	Rainbow Agri Inds Ltd	6000000	45.17	Nil	6000000	45.17	Nil	Nil
9	Rama Phosphates Ltd	40	0	Nil	40	0	Nil	Nil
10	Trishul Mercantile Pvt Ltd	284040	2.14	2.14	284040	2.14	2.14	Nil
11	D. J. Ramsinghani	4	0	Nil	4	0	Nil	Nil
12	Madhavi Arora	148402	1.12	Nil	148402	1.12	Nil	Nil
13	S. S. Arora	65349	0.49	Nil	65349	0.49	Nil	Nil
	<b>Total</b>	<b>9649638</b>	<b>72.64</b>	<b>16.57</b>	<b>9649638</b>	<b>72.64</b>	<b>16.57</b>	<b>Nil</b>

**iii) Change in Promoters' Shareholding (please specify, if there is no change)**

SN		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
	At the beginning of the year	9649638	72.64	9649638	72.64
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE			
	At the end of the year	9649638	72.64	9649638	72.64

**iv) Shareholding Pattern of top ten Shareholders:**

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

Sr. No.	Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	Shareholding		Date of trans-action	Increase/ Decrease in share-holding	Reason	Cumulative shareholding during the year (01/04/2020 to 31/03/2021)	
		No. of shares at the beginning (01/04/2020)/ end of the year 31/03/2021	% of total shares of the Company				No. of shares	% of total shares of the company
1	Bank of India	6,20,040	4.67			No Change	6,20,040	4.67
		6,20,040	4.67					
2	Madhavi Arora	1,48,402	1.12			No Change		
		1,48,402	1.12					
3	Sangeetha S.	1,54,690	1.16	05/02/2021	Decrease	Sale	1,50,126	1.13
		1,40,273	1.06	12/02/2021	Decrease	Sale	1,43,573	1.08
				19/02/2021	Decrease	Sale	1,43,473	1.08
				26/02/2021	Decrease	Sale	1,41,273	1.06
				05/03/2021	Decrease	Sale	1,40,273	1.06
4	Hemendra Chunilal Parekh	1,26,000	0.95	-	-	No Change	1,26,000	0.95
		1,26,000	0.95					
5	G R G Cosmetics	1,08,000	0.81	-	-	No Change	1,08,000	0.81
		1,08,000	0.81					
6	Aaikya Bhavesh Mamnia	72,870	0.55	-	-	No Change	72,870	0.55
		72,870	0.55					
7	Ajay Bhaskar	71,000	0.53	-	-	No Change	71,000	0.53
		71,000	0.53					
8	Samta Goenka	62,000	0.47	-	-	No Change	62000	0.47
		62,000	0.47					
9	Manilal Hirji Shah HUF	65,679	0.49	15/01/2021	Decrease	Sale	60,000	0.45
		60,000	0.45					
10	Om Beer	47,199	0.35	-	-	No Change	47,199	0.35
		47,199	0.35					



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

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding					Cumulative Shareholding during the year	
		No. of shares at the beginning (01-04-2020)/ end of the year (31-03-2021)	% of total shares of the company	Date	Increase/ Decrease in share-holding	Reason	No. of shares	% of total shares of the company
1.	D.N. Singh	1324	0.01	N A	N A	N A	1324	0.01
		1324	0.01					
2.	H D Ramsinghani Chairman	8	0	N A	N A	N A	8	0.00
		8	0					
3.	S. S. Arora	65349	0.49	N.A.	N A	N A	65349	0.49
		65349	0.49					

**V. INDEBTEDNESS**

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

(Amount in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year 01.04.2020</b>				
i) Principal Amount	1,44,52,41,902	3,48,60,530	-	1,48,01,02,432
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	1,44,52,41,902	3,48,60,530	-	1,48,01,02,432
<b>Change in Indebtedness during the financial year</b>			-	
* Addition	28,209	-	-	28,209
* Reduction	-	-	-	-
<b>Net Change</b>	28,209	-	-	28,209
<b>Indebtedness at the end of the financial year (31.03.2021)</b>				
i) Principal Amount	144,52,70,111	3,48,60,530	-	148,01,30,641
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	144,52,70,111	3,48,60,530	-	148,01,30,641

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

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

SN.	Particulars of Remuneration	Name of MD/ WTD/ Manager		Total Amount (In ₹)
		WTD Mr S. S. Arora (upto 31/05/2020)		
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil		Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil		Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil		Nil
2	Stock Option	Nil		Nil
3	Sweat Equity	Nil		Nil
4	Commission - as % of profit - others, specify...	Nil		Nil
5	Others, please specify (PF)	Nil		Nil
	Total (A)	Nil		Nil
	Ceiling as per the Act	N A		N A

**B. Remuneration to other directors**

Sr. No.	Particulars of Remuneration	H.D. Ramsinghani	D.N. Singh	R.G. Kulkarni	B.L. Khanna	Total Amount (In ₹)
1.	Fee for attending board/ committee meetings	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	<b>Total (1)</b>	Nil	Nil	Nil	Nil	Nil
2.	Fee for attending board/ committee meetings	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	<b>Total (2)</b>	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration <b>Total (B)=(1+2)</b>	Nil	Nil	Nil	Nil	Nil

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

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

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

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

**FOR RAINBOW DENIM LIMITED**  
(By the Order of the Resolution Professional)

**H. D. RAMSINGHANI**  
**CHAIRMAN**  
**DIN 00035416**

Place : Mumbai  
Date : August 12, 2021

**REPORT ON CORPORATE GOVERNANCE**

**1. Background**

Pursuant to the Order dated December 9, 2019 of the Hon'ble National Company Law Tribunal – Chandigarh Bench (“NCLT Order”), Corporate Insolvency Resolution Process (“CIR Process”) has been initiated for the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016, (“Code”) and related Rules and Regulations issued thereunder. Mr. Dharmendra Kumar Bhasin (Registration No. IBBI/ IPA-002/IP-N00816/2019-2020/12564.) has been appointed as the Resolution Professional (“RP”) in terms of the NCLT Order. The powers of Board of Directors of the Company stand suspended effective from the CIR Process commencement date and such powers along with the management of affairs of the Company are vested with the RP.

**2. Company’s Philosophy on Corporate Governance**

As required by the Listing Regulations, the Company has implemented the Code of Corporate Governance and it is committed to the philosophy of good Corporate Governance in letter and in spirit.

**3. Board of Directors**

- a. As on the date of this Report, the Board consists of Five Directors out of whom three are Independent Directors.
- b. The attendance at Board Meetings and last Annual General Meeting of each of the Directors during the year was as under :

Name of Director	Category Executive, Non-executive/ Independent	Attendance at		Membership of other Board (excluding alternate Directorships and Private Companies)	Membership/ Chairmanship of other Board Committees		Directorship in other listed entity (Category of Directorship)	Shareholding (No. of Shares)
		Board Meeting	Last Annual General Meeting		Chairman	Member		
Mr. H. D. Ramsinghani Chairman	Promoter Non-Executive	Nil	No	Four	Nil	Five	Rama Petrochemicals Limited – Promoter Executive Rama Phosphates Limited – Promoter executive	8
Mr. S. S Arora Director	Non Executive Non Independent	Nil	No	Nil	Nil	Nil	Not Applicable	65349
Mr. D. N. Singh Director	Non - Executive Independent	Nil	Yes	Four	Nil	One	Rama Petrochemicals Limited – Non Executive Non Independent Rama Phosphates Limited – Non Executive Independent	1324
Mr. R. G. Kulkarni Director	Non - Executive Independent	Nil	No	Four	Three	Nil	Rama Petrochemicals Limited- Non Executive Independent	Nil
Mr. B. L Khanna Director	Non - Executive Independent	Nil	No	Three	One	Three	Rama Petrochemicals Limited – Non Executive Independent	Nil

- i. As on the date of this Report, none of the Directors are related to each other.
- ii. All Public Limited Companies, whether listed or not, have been considered in the above table.

- iii. Only the membership/chairmanship of Audit Committee and Stakeholder Relationship committees have been considered in the above table.

As the Company is undergoing CIR process and since the powers of the Board are suspended, no meeting of the Board were held during the year under review.

The Compliance Reports of all applicable laws and filings made by the Company with the BSE are placed before the Board at each meeting. Detailed notes are circulated to all the Directors well in advance on all matters listed in the Agenda for each Board and committee meeting.

The Board comprises highly qualified members who possess required skills, expertise and competence that allow them to make effective contributions to the Board and its Committees. The skills / expertise / competencies which have been identified for the effective functioning of the Company are Leadership, Operational experience, Sector/Industry Knowledge & Experience, Technology, Financial and Regulatory & Risk Management. The current Board of Directors of the Company possesses all the identified skills and competencies:

#### **4. Governance Codes**

The Company has formulated a Code of Conduct for the members of the Board of Directors and Senior Management personnel of the company. The declaration by the Chairman regarding compliance by the members of the Board and the Senior Management personnel with the said code of conduct is annexed hereto.

As required by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the various provisions of the Companies Act, 2013, the Company has also formulated the Risk Management Policy, Whistle Blower Policy, Policy on Related Party Transactions, Nomination and Remuneration Policy, Policy on Material subsidiaries and the Code of practices and procedures for fair disclosure of unpublished price sensitive information and the code of conduct to regulate, monitor and report trading by employees and other connected persons. The details of the policies are available on the website of the Company [www.rainbowdenim.com](http://www.rainbowdenim.com)

#### **5. Committees of the Board**

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

Role of the Audit Committee and its terms of reference inter alia include reviewing the financial statements, overseeing the Company's financial reporting process and reviewing and examining the quarterly and annual financial statements, Management Discussion and Analysis of financial statements, recommending the appointment and remuneration of Statutory, Internal and Cost Auditors, reviewing Audit Reports, related party transactions and inter corporate loans and investments. The Committee presently comprises of Mr. D. N. Singh (Chairman), Mr. H. D. Ramsinghani and Mr. R. G. Kulkarni.

During the year no meeting of the Audit Committee was held.

##### **b) Share Transfer Committee**

The Board has delegated the power of share transfers to a Committee of Directors comprising of Mr. H. D. Ramsinghani (Chairman), Mr. S.S. Arora and Mr. D.N. Singh as also to the Registrars and Transfer Agents of the Company who attend to the Share Transfer formalities, transmission of shares, issue of duplicate certificates and issue of certificates on split / consolidation / renewal etc.

No investor complaint is pending for a period exceeding one month.

##### **c) Nomination and Remuneration Committee**

The Nomination & Remuneration Committee formulates criterion for determining qualifications, independence and other attributes of the Directors and based thereon identifies persons qualified to be Directors. The Committee also carries out evaluation of the Directors and formulates the policy on the remuneration of Directors and KMP and determines the managerial remuneration and other employment

conditions of the Managing / Whole Time Directors and Senior Management personnel (one level below the Board) based on the policy and makes recommendations to the Board of Directors. The details about the Remuneration Policy of the Company are available on the website of the Company [www.rainbowdenim.com](http://www.rainbowdenim.com)

The Committee presently comprises of Mr. D. N. Singh (Chairman), Mr. H. D. Ramsinghani and Mr. R. G. Kulkarni. During the year no meeting of the Nomination & Remuneration Committee was held.

**d) Stakeholders Relationship Committee**

The Stakeholders Relationship Committee specifically looks into the redressing of Shareholders and Investors complaints relating to share transfers, non-receipt of Balance Sheet and de-mat/re-mat of Share Certificates etc. Investors are requested to register their complaints, if any, on the exclusive email ID: [rainbow@rainbowdenim.com](mailto:rainbow@rainbowdenim.com)

The committee presently comprises of Mr. D.N. Singh (Chairman), Mr. H. D. Ramsinghani and Mr. S. S. Arora. During the year no meeting of the Stakeholders Relationship Committee was held.

No investor complaints were received during the year.

**6. Remuneration of Directors**

**(a) Whole Time Director**

The Whole Time Director was not paid any remuneration during the year under review.

**(b) Non-Executive Directors**

The Non-Executive Directors were are not paid any remuneration during the year under review

**7. General Body Meetings:**

Financial Year	Date	Time	Location
2017 - 2018	18/09/2018	10.00 A.M	Village Chaundheri, P.O. Dappar, Dist. Mohali, Punjab 140506
2018 - 2019	30/12/2019	10.00 A.M	Village Chaundheri, P.O. Dappar, Dist. Mohali, Punjab 140506
2019 - 2020	30/09/2020	3.00 P.M.	As the meeting was held through VC/OAVM, the deemed venue was Village Chaundheri, P.O. Dappar, Dist. Mohali, Punjab 140506

**8. Postal Ballot / Special Resolutions**

During the year under review no resolutions were passed through the Postal Ballot process.

The details of the Special Resolutions passed in the previous Three Annual General Meetings are as under:

Date	Particulars
18/09/2018	Continuation of Directorship of Mr. D. N. Singh (DIN 00021741), who has attained the age of 75 years, as an Independent Director for the remaining term.
30/12/2019	Approval of remuneration of Cost Auditors M/s. Pawan & Associates (Registration No. 101729) Reappointment of Mr. D N Singh (DIN 00021741) as an Independent Director of the company. Appointment of Mr. B L Khanna (DIN 00841927) as an Independent Director of the Company.
30/09/2020	Approval of remuneration of Cost Auditors M/s. Pawan & Associates (Registration No. 101729)

**9. Means of communication**

- a) The Company has not made any presentation to the institutional investors or analysts.
- b) The unaudited quarterly results are announced within forty five days from the close of the quarter and the Audited results are announced within sixty days from the close of the financial year. The financial results are immediately sent to the Stock Exchanges and published in an English language newspaper and a local language newspaper and also uploaded on the website of the Company.

**10. General Shareholder Information**

Financial Year	:	31st March, 2021
Annual General Meeting	:	September 27, 2021 at 3:00 p.m. Through two way video conferencing/OAVM. The venue of the Meeting will be deemed to be the Registered Office at Village Chaundheri, P.O. Dappar, Tehsil Derabassi, District Mohali, Punjab 140506
Dates of Book Closure	:	September 20, 2021 to September 27, 2021 (both days inclusive)
Dividend payment date	:	Not Applicable
Listing on Stock Exchange	:	Bombay Stock Exchange Ltd.
Stock Code	:	532441
ISIN	:	INE820D01025

The Company has paid listing fees to the Bombay Stock Exchange for the period up to March 31, 2020.

**11. Market Price Data (High / Low in Rupees during each month)**

Month	High	Low
April 2020	2.32	2.28
May 2020	2.38	2.20
June 2020	2.10	2.00
July 2020	2.20	2.00
August 2020	2.31	1.61
September 2020	1.82	1.53
October 2020	1.60	1.49
November 2020	1.49	1.41
December 2020	1.78	1.22
January 2021	1.36	1.22
February 2021	1.54	1.27
March 2021	1.40	1.08

As the equity shares are not frequently traded on the Bombay Stock Exchange, the stock performance as compared to the Index has not been given.

**12. Registrars & Transfer Agent**

Link Intime India Private Limited  
C - 101, 247 Park, L. B. S Marg, Vikhroli (West), Mumbai 400083  
Tel: 49186000; Fax: 49186060;  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website: [www.linkintime.com](http://www.linkintime.com)

**13. Share Transfer System**

The Share Transfers which are received in the Physical Form are processed well within prescribed statutory period from time to time, subject to the documents being valid and complete. The Transfers etc. approved by the Share Transfer Committee are also noted at every meeting of the Board of Directors.



**14. Distribution of Equity Shareholding as of March 31, 2021**

Number of Equity Share Holdings	Number of Shareholders	Percentage of Shareholders	Number of Shares	Percentage of Shareholding
1 - 500	13669	96.81	998538	7.52
501 - 1000	210	1.49	159144	1.20
1001 - 2000	89	0.63	131347	0.99
2001 - 3000	25	0.18	61832	0.47
3001 - 4000	22	0.15	79165	0.60
4001 - 5000	31	0.22	148517	1.12
5001 - 10000	28	0.20	194148	1.46
10001 & above	45	0.32	11511052	86.66
<b>T o t a l</b>	<b>14119</b>	<b>100.00</b>	<b>13283743</b>	<b>100.00</b>

**15. Shareholders' Profile as on March 31, 2021**

Category of Shareholders	No. of Shares held	% to Total Capital
Promoters	9649638	72.64
<b>Non Promoter Shareholding</b>		
Foreign Collaborators	Nil	N A
Banks	623880	4.70
Financial Institutions	240	0.00
Foreign Institutional Investors	Nil	N A
Mutual Funds	280	0.00
Trusts/HUF/NBFC	138263	1.04
Domestic Companies	184615	1.39
Non-Domestic Companies	Nil	N A
Non-Resident Indians	40029	0.30
General Public	2646798	19.93
<b>T o t a l</b>	<b>13283743</b>	<b>100.00</b>

**16. Dematerialization of shares as on March 31, 2021**

95.31% of the Company's total share capital representing 12661317 Equity shares are held in dematerialized form.

There were no shares lying in the share suspense account as on March 31, 2021

**17. Plant Location**

Village Chaundheri, P.O. Dapper, Tehsil Derabassi, Dist. Mohali, Punjab, 140506.

**18. Address for Correspondence**

Shareholders should address all correspondence to the Company at its Corporate Office at 51/52, Free Press House, Nariman Point, Mumbai 400 021 or to the Registrars and Transfer Agent - Link Intime India Private Limited at C - 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400 083.

**19. Appointment / Reappointment of Directors**

Mr. H D Ramsinghani (DIN 00035416) is proposed to be appointed / reappointed at the forthcoming Annual General Meeting. The relevant information about the said Director is given in the Notice convening the Annual General Meeting.

**20. Disclosures**

- a) The Company is in compliance with the requirements of the Listing Regulations as are applicable to a Company undergoing resolution process under IBC, 2016.
- b) There were no transactions with Related Parties during the year under Review.
- c) There were no transactions with the Directors or the Key Managerial Personnel or their relatives during the financial year which could have potential conflict with the interests of the Company at large. Transactions with related parties are disclosed elsewhere in the Annual Report.
- d) No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority on any matter related to the capital markets during the last three years.
- e) Adoption of non-mandatory provisions of the Listing Regulations is reviewed by the Board from time to time.
- f) The total fees paid by the Company to the Statutory Auditors during the year under review are as detailed in the Notes to Accounts.
- g) The Company has obtained a Certificate dated August 12, 2021 from A. Arora & Company (Membership No. FCS2191/ CP No. 993) certifying that none of the Directors on the Board of the company have been disqualified from being appointed or continuing as a Director of the Company.

**FOR RAINBOW DENIM LIMITED**  
(By the order of the Resolution Professional)

**H. D. RAMSINGHANI**  
**CHAIRMAN**  
**DIN 00035416**

Place : Mumbai  
Dated : August 12, 2021

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**DECLARATION REGARDING COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT**

The Company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company.

As required under Regulation 26(3) of SEBI (LODR) Regulations, 2015 the members of the Board of Directors and the Senior Management Personnel have affirmed compliance with the said Code for the year ended March 31, 2021.

**H. D. RAMSINGHANI**  
**CHAIRMAN**  
**DIN 00035416**

Place : Mumbai  
Dated : August 12, 2021

**Independent Auditor's Certificate on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)**

To the Members of

**Rainbow Denim Limited**

1. The Corporate Insolvency Resolution Process (CIRP) of the Company commenced vide order dated 9th December, 2019 passed by Hon'ble NCLT, Chandigarh Bench. As per section 17(1) (b) of Insolvency and Bankruptcy Code, 2016 (IBC), the powers of the Board of the Company are suspended and vested in IRP/RP, as the case may be. Presently, Mr. Dharmendra Kumar Bhasin (Registration No. IBBI/ IPA-002/IP-N00816/2019-2020/12564) is discharging the duties of Resolution Professional and is vested with the powers of management of Company's Affairs.
2. Further, as per Regulation 15(2A) and (2B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), the provisions specified in Regulations 17, 18, 19, 20 and 21 of the LODR Regulations shall not be applicable during the corporate insolvency resolution process of the Company and the roles and responsibilities of the board of directors and the committees, specified in the respective regulations of the LODR Regulations, shall be fulfilled by the Resolution Professional.

**Management's Responsibility**

3. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
4. The Management is also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

**Auditor's Responsibility**

5. Our responsibility is to provide a reasonable assurance that the Company has complied with the conditions of Corporate Governance, as stipulated in the Listing Regulations.
6. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC 1), Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
8. The procedures selected depend on the auditors' judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include, but not limited to, verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
9. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

**Opinion**

10. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that, except that there is no Women Director appointed, the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2021, referred to in paragraph 1 above.

**Other matters and Restriction on Use**

11. This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
12. This Certificate is addressed to and provided to the Members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

For **Khandelwal & Mehta LLP**  
Chartered Accountants  
(Firm Regn.no.W100084)

Place : Mumbai  
Date : August 12, 2021

Sunil Khandelwal  
(Partner)  
Mem. No. 101388  
UDIN: 21101388AAAACW5779

**CERTIFICATE**

To  
The Board of Directors,

**Rainbow Denim Limited**

I hereby certify that on the basis of the review of the financial statements and the cash flow statement for the financial year ended 31st March, 2021 and to the best of my knowledge and belief:

1. That these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
2. That these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

I hereby certify that, to the best of my knowledge and belief, no transactions entered into during the year by the Company are fraudulent, illegal or violative of the Company's Code of Conduct.

I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I was aware and the steps taken or proposed to be taken to rectify these deficiencies.

I have indicated to the Auditors and the Audit Committee

1. significant changes, if any, in internal control over financial reporting during the year;
2. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. Instances, if any, of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the internal control system over financial reporting.

Place : Mumbai  
Dated : June 29, 2021

**H. D. RAMSINGHANI**  
**CHAIRMAN**  
**DIN 00035416**

**Independent Auditor's Report**

**To the Members of Rainbow Denim Limited**

**Report on the Financial Statements**

**Qualified Opinion**

We have audited the Financial Statements of **Rainbow Denim Limited** ("the Company"), which comprise of the Balance Sheet as at 31st March 2021, and the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, 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,

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2021;
- (b) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date;
- (c) in the case of the Statement of Changes in Equity, of the changes in equity for the year ended on that date; and
- (d) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Basis for Qualified Opinion**

**Going Concern** – We draw attention to Note 37 regarding the Company's Financial Statements having been prepared using the going concern basis of accounting. Management is responsible for assessing the Company's ability to continue as a going concern. The Value of impairment of assets, if any, has not been ascertained. The Balance Sheet and Cash Flow Statement, indicate that as on March 31, 2021, the Company's Current Liabilities are more than double of its total Assets; and Company has incurred net Operating Loss of Rs. 6,50,54,911/- during the year ended March 31, 2021. Further discontinuance of production indicates that a material uncertainty exists, which casts significant doubt on the Company's ability to continue as a going concern. Our opinion is modified in respect of this matter.

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 qualified 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.

S.N.	Key Audit Matters	Auditor's Response
1.	Impairment of assets	Refer para on Basis for Qualified Opinion of the report above.
2.	Provision for Doubtful Advances and Recoverable	Review of future recoverability in the light of applicable statute.
3.	Ability to continue as a going concern	Our opinion is suitably modified. Refer para on Basis for Qualified Opinion of the report above.

**Information Other than the Financial Statements and Auditor's Report thereon**

The Management of the Company is responsible for the preparation of the other information. The Drafts of other information comprises of the information included in the Management Discussion and Analysis, Board's Report including Annexures to the said Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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 and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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

The Hon'ble National Company Law Tribunal, Chandigarh bench ("NCLT") admitted an insolvency and bankruptcy petition filed by an operational creditor against the Company vide its order dated 9<sup>th</sup> December, 2019 ("the Order") and appointed Mr. Dharmendra K Bhasin to act as Interim Resolution Professional ("IRP") who is subsequently appointed as Resolution Professional (RP). On the basis of the Order of the NCLT Mr. Dharmendra K Bhasin in his capacity as IRP / RP has taken control and custody of the management and operations of the Company from 9<sup>th</sup> December, 2019.

The Management of the Company is responsible for the matters stated in section 134(5) of 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 Ind AS and other accounting principles generally accepted in India. 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 implementation and maintenance of 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 Management is also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities 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.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, 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.

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.

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.

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 matter or when, in extremely rare circumstances, 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.

### **Report on Other Legal and Regulatory Requirements**

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 Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

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- 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, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS 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 Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position, except as disclosed in the Notes to the Financial Statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no dues which were required to be transferred to Investor Education and Protection Fund by the company.

**For Khandelwal & Mehta LLP**  
Chartered Accountants  
Firm Regn. No. W100084

S. L. Khandelwal  
*(Partner)*

Place : Mumbai  
Date : 29<sup>th</sup> June, 2021

M. No. : 101388  
UDIN : 21101388AAAACL4278

**“ANNEXURE A” TO THE INDEPENDENT AUDITORS REPORT**

**The annexure referred to our Report of even date to the members of Rainbow Denim Limited (“the Company”) on the financial statements for the year ended 31<sup>st</sup> March 2021. We report that:**

1. In respect of its fixed assets:
  - a) The Company, on the basis of available information, has maintained proper records showing full particulars including quantitative details and situations of fixed assets;
  - b) Management has certified that they have carried out physical verification of fixed assets and no material discrepancy was noticed on such verification;
  - c) The title deeds of immovable properties are held in the name of company.
2. In respect of Inventory:
  - a) According to the information and explanations given to us, the inventories have been physically verified at reasonable intervals by the management during the year and no material discrepancies have been noticed.
  - b) In our opinion and according to the information and explanations given to us, the procedures followed by the management for physical verification of inventory are reasonable and adequate in relation to the size of the Company and the nature of the business.
  - c) No material discrepancies have been noticed on physical verification of the stocks as compared to book records in so far as it appears from our examination of the books.
3. According to the information and explanations given to us and on the basis of our examination of books of account, 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 (“the Act”) and hence paragraph 3(iii) of the Order is not applicable.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans made; the Company has not made any investments or given any guarantee or security.
5. According to the information and explanation given to us, the company has not accepted any deposits as per the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
6. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 (1) of the Act in respect of the Company’s Products to which the said rules are made applicable, and are of the opinion that prima facie, the prescribed accounts have been made and maintained. We have, however not made a detailed examination of the records with a view to determine whether they are accurate.
7. a) According to the records of the Company, except following unpaid liabilities, there were no undisputed amounts payable in respect of Provident Fund, Employee’s State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Custom Duty, Excise Duty, Value added tax, Cess and any other statutory dues with appropriate authorities outstanding as on 31<sup>st</sup> March, 2021, for a period of more than six months from the date they became payable.

<b>Name of Statute</b>	<b>Nature of Dues</b>	<b>Amount In Rs.</b>	<b>Period to which the amount relates</b>	<b>Due Date</b>	<b>Date of Payment</b>
Employees State Insurance Act, 1948	Employees State Insurance	31,92,713	FY-2019-20 & FY-2020-21	Various Dates	Unpaid

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<b>Name of Statute</b>	<b>Nature of Dues</b>	<b>Amount In Rs.</b>	<b>Period to which the amount relates</b>	<b>Due Date</b>	<b>Date of Payment</b>
Employees Provident Fund and Miscellaneous Provisions Act, 1952	Provident Fund	1,62,48,309	FY-2019-20 & FY-2020-21	Various Dates	Unpaid
The Punjab Labour Welfare Fund Act, 1965	Labour Welfare Fund	73,550	FY-2019-20	30.04.2020	Unpaid

- b) According to the records of the Company and information and explanations given to us there are no dues of Sales Tax, Goods and Service Tax, Income Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, cess on account of any disputes.
8. On the basis of our examination of the books and according to the information and explanation given to us, the company has restructured all previous defaulted loans including interest and Letter of Credit devolvement with securitization companies in earlier years. The company has defaulted in the repayment of dues including interest amounting Rs. 37,72,86,932/- as at 31st March, 2021.
9. In our opinion and on the basis of information and explanations given to us, the Company has not raised money by way of further public offer during the year and term loans availed by the Company were, prima facie, applied by the Company for the purpose for which the loans were obtained.
10. According to the information and explanations given to us, and to the best of our knowledge and belief no fraud on or by the Company has been noticed or reported during the year.
11. According to the information and explanations give to us Company has not paid or provided any managerial remuneration during the year.
12. In our opinion and according to information and explanations given to us, the company is not a Nidhi Company. Accordingly paragraph 3(xii) of the Order is not applicable.
13. According to information and explanations given to us and based on our examination of the records of the company, transactions with related parties are in accordance with section 177 and 188 of the act where applicable and details of such transactions have been disclosed in Financial Statements as required by applicable accounting standards.
14. According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him. Therefore paragraph 3(xv) of the Order is not applicable.
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 Reserve Bank of India Act, 1934.

**For Khandelwal & Mehta LLP**  
Chartered Accountants  
Firm Regn. No. W100084

S. L. Khandelwal  
(Partner)

Place : Mumbai  
Date : 29<sup>th</sup> June, 2021

M. No. : 101388  
UDIN : 21101388AAAACL4278

**“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT”**

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

We have audited the internal financial controls over financial reporting of **Rainbow Denim Limited** (“the Company”) as of March 31, 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 Controls**

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of Internal Control stated in the Guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (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 Act.

**Auditors’ Responsibility**

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

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

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

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

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the 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 Controls over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the company considering the essential components of Internal Control stated in the Guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

**For Khandelwal & Mehta LLP**  
Chartered Accountants  
Firm Regn. No. W100084

S. L. Khandelwal  
*(Partner)*

Place : Mumbai  
Date : 29<sup>th</sup> June, 2021

M. No. : 101388  
UDIN : 21101388AAAACL4278

**BALANCE SHEET AS AT MARCH 31, 2021**

(Amount in ₹)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
<b>ASSETS :</b>			
<b>Non-current Assets :</b>			
Property, Plant and Equipment	2	22,89,49,933	24,04,77,667
Intangible Assets	2	2,74,814	2,78,907
Financial Assets			
Investments	3	2,81,250	2,81,250
Other Non-current Financial Assets	4	1,85,45,443	2,05,07,405
Other Non-current Assets	5	21,966	5,04,494
		<u>24,80,73,406</u>	<u>26,20,49,723</u>
<b>Current Assets :</b>			
Inventories	6	2,67,23,841	4,59,58,381
Financial Assets			
Trade Receivables	7	1,30,41,005	1,63,95,622
Cash and Cash Equivalents	8	53,71,278	48,44,207
Other Current Financial Assets	9	51,58,367	44,18,115
Other Current Assets	10	46,53,637	54,92,128
		<u>5,49,48,128</u>	<u>7,71,08,453</u>
		<u>30,30,21,534</u>	<u>33,91,58,176</u>
<b>TOTAL ASSETS</b>			
<b>EQUITY AND LIABILITIES :</b>			
<b>Equity :</b>			
Equity Share Capital	11	13,28,37,430	13,28,37,430
Other Equity	12	(1,74,93,27,380)	(1,67,40,17,075)
		<u>(1,61,64,89,950)</u>	<u>(1,54,11,79,645)</u>
<b>Liabilities :</b>			
<b>Non-current Liabilities :</b>			
Financial Liabilities			
Non-current Borrowings	13	54,65,84,931	76,43,13,048
Other Non-current Financial Liabilities	14	30,000	30,000
		<u>54,66,14,931</u>	<u>76,43,43,048</u>
<b>Current Liabilities :</b>			
Financial Liabilities			
Current Borrowings	15	3,48,60,530	3,48,60,530
Trade Payables	16	35,12,58,967	35,11,64,211
Other Current Financial Liabilities	17	78,46,95,487	42,27,73,754
Provisions	18	66,06,334	52,00,202
Other Current Liabilities	19	19,54,75,235	30,19,96,076
		<u>1,37,28,96,553</u>	<u>1,11,59,94,773</u>
		<u>30,30,21,534</u>	<u>33,91,58,176</u>
<b>TOTAL LIABILITIES</b>			
<b>Significant Accounting Policies</b>	1		

The accompanying Notes 1 to 43 are an integral part of the Financial Statements.

As per our report of even date attached  
for Khandelwal & Mehta LLP,  
Chartered Accountants  
Firm Registration Number : W100084

For Rainbow Denim Limited,  
(a Company under Corporate Insolvency Resolution Process vide NCLT order)

Sunil Khandelwal  
Partner  
Membership Number : 101388

S. S. Arora  
Director and CFO  
DIN - 00033825

H. D. Ramsinghani  
Director  
DIN - 00035416

Dharmendra K. Bhasin  
Resolution Professional  
IP Registration No.  
IBBI/IPA-002/IP-N00816/  
2019-2020/12564

Place : Mumbai  
Date : June 29, 2021

Place : Mumbai  
Date : June 29, 2021

Place : Lalru (Punjab)  
Date : June 29, 2021



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021**

(Amount in ₹)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>REVENUE :</b>			
<b>Revenue from Operations :</b>			
Sale of Finished Goods	20	45,74,260	4,02,41,080
Other Operating Revenues	21	-	2,19,02,097
<b>Total Revenue from Operations</b>		<u>45,74,260</u>	<u>6,21,43,177</u>
<b>Other Income</b>	22	<u>11,00,40,661</u>	<u>11,60,72,348</u>
<b>TOTAL REVENUE</b>		<u><u>11,46,14,921</u></u>	<u><u>17,82,15,525</u></u>
<b>EXPENSES :</b>			
Cost of Materials Consumed/Sold	23	-	1,04,35,811
Changes in Inventories of Finished Goods and Work-in-progress - Decrease / (Increase)	24	1,92,34,540	4,51,73,926
Employee Benefits Expense	25	3,93,68,804	11,38,59,468
Finance Costs	26	10,81,01,826	11,14,39,667
Depreciation	2 & 12	1,15,26,653	1,89,18,490
Other Expenses	27	<u>1,09,68,719</u>	<u>3,99,67,113</u>
<b>TOTAL EXPENSES</b>		<u><u>18,92,00,542</u></u>	<u><u>33,97,94,475</u></u>
<b>Profit / (Loss) Before Tax</b>		<u>(7,45,85,621)</u>	<u>(16,15,78,950)</u>
Tax Expense		-	-
<b>Profit / (Loss) for the year</b>		<u>(7,45,85,621)</u>	<u>(16,15,78,950)</u>
<b>Other Comprehensive Income/(Expense)</b>			
<b>Other Comprehensive Income/(Expense) that will not to be reclassified to Profit or Loss in subsequent periods :</b>			
Re-measurement of Gains/(Losses) on Defined Benefits Obligations		<u>(7,19,510)</u>	<u>74,31,282</u>
<b>TOTAL COMPREHENSIVE PROFIT / (LOSS) FOR THE YEAR</b>		<u><u>(7,53,05,131)</u></u>	<u><u>(15,41,47,668)</u></u>
<b>Earning per Equity Share of Face Value of ₹ 10.00 each</b>	28		
- Basic		(5.61)	(12.16)
- Diluted		(5.61)	(12.16)
<b>Significant Accounting Policies</b>	1		

The accompanying Notes 1 to 43 are an integral part of the Financial Statements.

As per our report of even date attached  
for Khandelwal & Mehta LLP,  
Chartered Accountants  
Firm Registration Number : W100084

For Rainbow Denim Limited,  
(a Company under Corporate Insolvency Resolution Process vide NCLT order)

Sunil Khandelwal  
Partner  
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S. S. Arora  
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Director  
DIN - 00035416

Dharmendra K. Bhasin  
Resolution Professional  
IP Registration No.  
IBBI/IPA-002/IP-N00816/  
2019-2020/12564

Place : Mumbai  
Date : June 29, 2021

Place : Mumbai  
Date : June 29, 2021

Place : Lalru (Punjab)  
Date : June 29, 2021

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021**

(Amount in ₹)

	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit / (Loss) Before Tax	(7,53,05,131)	(15,41,47,668)
<b>Adjustments for :</b>		
Depreciation	1,15,26,653	1,89,18,490
Interest Accrued	12,479	1,31,564
Interest Adjustment on Amortised Cost of Debts	14,21,479	46,40,235
Interest Income	(23,19,187)	-
Bad/doubtful Debts, Advances and Recoverables Written Off/ Provided	6,62,399	1,73,892
Provisions Written Back	(31,865)	(79,67,542)
Loss/(Gain) on Foreign Exchange Fluctuations	<u>(10,21,738)</u>	<u>18,13,125</u>
	<u>1,02,50,220</u>	<u>1,77,09,764</u>
<b>Operating Loss Before Working Capital Changes</b>	<b>(6,50,54,911)</b>	<b>(13,64,37,904)</b>
<b>Adjustments for :</b>		
(Increase) / Decrease in Inventories	1,92,34,540	5,52,23,140
(Increase) / Decrease in Trade and Other Receivables	38,44,060	11,79,78,485
Increase / (Decrease) in Trade and Other Payables	<u>3,77,52,184</u>	<u>(5,94,15,077)</u>
	<u>6,08,30,784</u>	<u>11,37,86,548</u>
<b>NET CASH FROM / (USED IN) OPERATING ACTIVITIES</b>	<b>(42,24,127)</b>	<b>(2,26,51,356)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Interest Income	23,19,187	-
(Increase) / Decrease in Non-current Assets	24,44,490	55,27,612
<b>NET CASH FROM / (USED IN) INVESTING ACTIVITIES</b>	<u>47,63,677</u>	<u>55,27,612</u>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Increase / (Decrease) in Current Financial Borrowings (Net)	-	1,94,77,368
Interest Paid	(12,479)	(1,31,564)
<b>NET CASH FROM / (USED IN) FINANCING ACTIVITIES</b>	<u>(12,479)</u>	<u>1,93,45,804</u>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)</b>	<b>5,27,071</b>	<b>22,22,060</b>
<b>OPENING BALANCE OF CASH AND CASH EQUIVALENTS</b>	<b>48,44,207</b>	<b>26,22,147</b>
<b>CLOSING BALANCE OF CASH AND CASH EQUIVALENTS</b>	<b>53,71,278</b>	<b>48,44,207</b>

The above Cash Flow Statement has been prepared under 'Indirect Method' as set out in the Accounting Standard (IND AS 7) on 'Cash Flow Statement' notified by the Central Government of India.

**As per our report of even date attached for Khandelwal & Mehta LLP, Chartered Accountants Firm Registration Number : W100084**

**For Rainbow Denim Limited,**  
(a Company under Corporate Insolvency Resolution Process vide NCLT order)

**Sunil Khandelwal**  
Partner  
Membership Number : 101388

**S. S. Arora**  
Director and CFO  
DIN - 00033825

**H. D. Ramsinghani**  
Director  
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**Dharmendra K. Bhasin**  
Resolution Professional  
IP Registration No.  
IBBI/IPA-002/IP-N00816/  
2019-2020/12564

Place : Mumbai  
Date : June 29, 2021

Place : Mumbai  
Date : June 29, 2021

Place : Lalru (Punjab)  
Date : June 29, 2021

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021**

**A. EQUITY SHARE CAPITAL :**

Balance as at April 01, 2020	13,28,37,430
Change in the Equity Share Capital during the year	-
Balance as at March 31, 2021	13,28,37,430

**B. OTHER EQUITY :**

Particulars	Reserves and Surplus				Total Equity
	Capital Reserve [ Refer Note 12 ]	Share Premium [ Refer Note 12 ]	Interest Subsidy [ Refer Note 12 ]	Retained Earnings [ Refer Note 12 ]	
Balance as at April 01, 2020	9,11,60,726	4,93,64,092	6,36,003	(1,81,51,77,896)	(1,67,40,17,075)
Profit/(Loss) for the year	(5,174)	-	-	(7,45,85,621)	(7,45,90,795)
Other Comprehensive Income for the year	-	-	-	(7,19,510)	(7,19,510)
Total Comprehensive Income for the year	(5,174)	-	-	(7,53,05,131)	(7,53,10,305)
Dividends	-	-	-	-	-
Transferred to retained earnings	-	-	-	-	-
Any other change	-	-	-	-	-
Balance as at March 31, 2021	9,11,55,552	4,93,64,092	6,36,003	(1,89,04,83,027)	(1,74,93,27,380)

As per our report of even date attached for Khandelwal & Mehta LLP, Chartered Accountants Firm Registration Number : W100084

Sunil Khandelwal  
Partner  
Membership Number : 101388

Place : Mumbai  
Date : June 29, 2021

For Rainbow Denim Limited,  
*(a Company under Corporate Insolvency Resolution Process vide NCLT order)*

S. S. Arora  
Director and CFO  
DIN - 00033825

Place : Mumbai  
Date : June 29, 2021

H. D. Ramsinghani  
Director  
DIN - 00035416

Dharmendra K. Bhasin  
Resolution Professional  
IP Registration No.  
IBBI/IPA-002/IP-N00816/  
2019-2020/12564

Place : Lalru (Punjab)  
Date : June 29, 2021

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

### CORPORATE INFORMATION :

Rainbow Denim Limited (“the Company”) is a Public Limited Company, incorporated and domiciled in India having its registered office at Village Chaundheri, P. O. Dappar, Ambala-Chandigarh Highway, Lalru, District Mohali (Punjab), India. The equity shares of the Company are listed on BSE Limited. The Company is into manufacturing of Denim Fabric. The Company is undergoing Corporate Insolvency Resolution Process (CIRP) under the Insolvency and Bankruptcy Code, 2016 in terms of order dated December 09, 2019 passed by Hon’ble National Company Law Tribunal, Chandigarh Bench (Hon’ble NCLT).

#### 1. SIGNIFICANT ACCOUNTING POLICIES :

##### A. Basis of preparation of Financial Statements :

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (“the Act”) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities, which are measured at fair value.

##### B. Current and Non-current Classification :

The normal operating cycle in respect of operation relating to manufacturing of Denim is three months. All assets & liabilities have been classified into current and non-current based on a period of twelve months.

##### C. Fair Value measurement :

The Company’s accounting policies and disclosures require the measurement of fair values for financial assets and liabilities.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole :

Level-1

Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level-2

Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level-3

Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

##### D. Revenue Recognition :

- a. The company follows practice of accounting for all Income and Expenditure on accrual basis.
- b. Export incentives have been recognized in the year of export.
- c. Claims and damages are accounted for to the extent they are reasonably certain and determinable.
- d. Interest income is recognized on accrual basis at effective interest rate.
- e. Dividend income is accounted when right to receive is established.

##### E. Property, Plant and Equipment :

###### a. Recognition and measurement :

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment includes purchase price, including freight, duties, taxes and

expenses incidental to acquisition and installation. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Property, plant and equipment are derecognized from financial statements, either on disposal or when no economic benefits are expected from its use or disposal. The gain or losses arising from disposal of property, plant and equipment are recognized in the Statement of Profit and Loss in the year of occurrence. Cenvat Credit availed on capital goods and Interest Subsidy under TUF Scheme pertaining to pre-operative period has been credited to respective Capital Reserve Accounts. Depreciation attributable to these reserves has been adjusted there from.

Pre-operative Expenditure comprising of revenue expenditure incurred in connection with project implementation during the period upto commencement of commercial production are treated as part of project cost and are capitalized.

Adjustments arising from foreign exchange variation, attributable to property, plant and equipment, are capitalized.

**b. Subsequent expenditure :**

Subsequent expenditures related to an item of property, plant and equipment are added to its carrying value only when it is probable that the future economic benefits from the asset will flow to the Company and cost can be reliably measured. All other repair and maintenance costs are recognized in the Statement of Profit and Loss during the year in which they are incurred.

**c. Depreciation :**

Depreciation is provided on the Straight Line Method in the manner prescribed in Schedule II to the Companies Act, 2013 as applicable to the continuous process plant. Depreciation on additions/deletions is provided on pro-rata basis with the reference to the date of addition/deletion as the case may be.

Assets class	Useful life
Buildings	3, 5, 30 and 60 years
Furnitures and Fixtures	10 years
Vehicles	8 years
Computers and Peripherals	3 years
Office and Other Equipments	5 years

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 01 April 2016 measured as per the previous GAAP.

**F. Impairment of Non-Financial Assets :**

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or cash generating unit's (CGU) fair value less costs of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. If such recoverable amount of the asset or cash generating unit is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date there is any indication that any impairment loss recognized for an asset in prior years may no longer exist or may have decreased, the recoverable amount is reassessed and such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

**G. Leases :**

Leases in which the Company does not transfer substantially all the risk and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized on a straight line basis over the terms of the relevant lease.

## **H. Investments :**

Investments in equity shares are recorded at cost and reviewed for impairment at each reporting date.

## **I. 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. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

### **Financial Assets :**

#### **Initial Recognition and measurement**

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.

#### **Subsequent measurement**

For the purpose of subsequent measurement, the financial assets are classified as under :

##### **a. Financial assets at amortised cost**

A financial asset is measured at the amortised cost, if both the following conditions are met :

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. Interest income from these financial assets is included in other income using the EIR in the Statement of Profit and Loss. The losses arising from impairment are recognized in the Statement of Profit and Loss.

##### **b. Financial assets at fair value through other comprehensive income (FVTOCI)**

Financial assets are classified as FVTOCI, if both of the following criteria are met :

- These assets are held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Fair value movements are recognised in the other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest income and foreign exchange gains or losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to Profit or Loss and recognised in other income/(loss).

##### **c. Financial assets at fair value through profit or loss (FVTPL)**

Financial assets that do not meet the criteria for amortized cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is recognized in profit or loss and presented net in the Statement of Profit and Loss within other income in the period in which it arises.

##### **d. Equity Instruments**

All equity instruments other than investments in associates are measured at fair value. Equity instruments which are for trading are classified as FVTPL. All other equity instruments are measured at fair value through other comprehensive income (FVTOCI). The classification is made on initial recognition and is irrevocable.

Where the Company's management has elected to present fair value gains and losses on equity instruments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognized in profit and loss when the Company's right to receive payments is established.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

#### **Impairment of Financial Assets**

The Company applies 'simplified approach' for recognition of impairment loss on financial assets for loans, deposits and trade receivables.

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime Expected Credit Loss at each reporting date, right from its initial recognition.

#### **De-recognition**

A financial asset is derecognized when :

- the rights to receive cash flows from the assets have expired or
- the Company has transferred substantially all the risk and rewards of the asset, or
- the Company has neither transferred nor retained substantially all the risk and rewards of the asset, but has transferred control of the asset.

#### **Financial Liabilities :**

##### **Initial Recognition and measurement**

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction cost.

##### **Subsequent measurement**

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. For trade and other payables maturing within operating cycle, the carrying amounts approximate the fair value due to short maturity of these instruments.

##### **a. Loans and Borrowings**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using Effective Interest Rate (EIR) method. Gain and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized.

Amortised cost is calculated by taking into account any discount or premium on acquisition and transaction costs. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

##### **b. De-recognition**

The Company de-recognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

#### **Offsetting Financial Instruments**

Financial assets and financial liabilities are offset and the net amount is reflected in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**J. Inventories :**

- a. Work-in-progress are valued at the lower of cost or net realizable value. The cost is computed on weighted average method and includes cost of materials, cost of conversion and other costs incurred in acquiring the inventory and bringing them to their present location and condition.
- b. Finished Goods are valued at the lower of cost or net realizable value. The cost is computed on weighted average method and includes cost of materials, cost of conversion and other costs incurred in acquiring the inventory and bringing them to their present location and condition.
- c. Raw Materials and other inventories of Colours, Dyes, Chemicals, Stores, Spares and Packing Materials etc. are valued at the lower of cost or net realizable value. Raw materials and other supplies held for use in production of inventories are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realizable value. The cost of Raw Materials is computed on specific identification basis and other inventories of Colours, Dyes, Chemicals, Stores, Spares and Packing Materials etc. is computed on FIFO basis.
- d. Stock of Waste and Scrap is valued at estimated net realizable value.

**K. Taxes :**

The tax expense comprises current and deferred tax. Tax is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI.

**a. Current Tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantially enacted at the reporting date.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

**b. Deferred Tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose and the amount used for taxation purposes.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax asset is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

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 realized, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

**L. Employee Benefits :**

**a. 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 recognized as an expense during the period when the employees render the services.

**b. Defined Contribution Plans :**

The Company's contribution to Provident Fund, Pension, Superannuation and Employees State Insurance Contribution are considered as defined contribution plans, as the Company does not carry any further obligations



apart from the contribution made to the respective fund/scheme and are charged as an expense based on the amount of contribution required to be made.

**c. Defined Benefit Plans :**

The liability recognized in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefits obligation is calculated annually by actuaries using the projected unit credit method. Employee Gratuity Fund Scheme is covered by Group Insurance Scheme of Life Insurance Corporation of India.

Re-measurement gain and losses arising from experience adjustments, changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income (OCI). They are included in retained earnings in the statement of change in equity and in the balance sheet.

**d. Compensated absences :**

The liabilities for accumulated leave are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of reporting period using the projected unit credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss. The obligation for long term compensated absence is covered by Group Insurance Scheme of Life Insurance Corporation of India.

**M. Borrowing Costs :**

Borrowing cost that is attributable to the acquisition or construction of the qualifying assets is capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of the time to get ready for intended use.

Interest and other costs incurred in connection with borrowing of funds, which are incurred for the development of long term projects, are transferred to construction work-in- progress, as part of the cost of the project upto the time all the activities necessary to prepare these projects for its intended use or sale are complete.

All other borrowing costs are recognized as expense in the period in which these are incurred.

**N. Cash and Cash Equivalents :**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand, demand deposit and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**O. Provisions & Contingent Liabilities :**

The Company recognizes a provision when there is a present obligation (legal or constructive) as a result of a past event and 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.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

**P. Earning Per Share :**

Basic earnings per share is calculated by dividing the net profit / (loss) for the year attributable to the equity shareholders by weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit / (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. Custom Duty :**

Liability on account of customs duty on imported materials is accounted in the year in which the goods are cleared from the customs.

**R. Foreign Exchange Transactions :**

- a. Foreign currency transactions which are not covered by forward contracts are accounted for at the exchange rates prevailing on the date of such transactions.
- b. Balances in the form of Current Assets and Current Liabilities in foreign currency, outstanding at the close of the year are converted into Indian currency at appropriate rate of exchange prevailing on the date of Balance Sheet. Resultant gain or loss is accounted during the year.
- c. Exchange difference in the carrying amount of the Fixed Assets due to change in the rate of exchange of Fixed Assets linked liability denominated in foreign exchange has been adjusted to the book value of the relevant asset.

**USE OF ESTIMATES AND JUDGEMENTS :**

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Estimates and underlying assumptions are reviewed at each reporting date. Any revision to accounting estimates and assumptions are recognised prospectively i.e. recognised in the period in which the estimate is revised and future periods affected.

Balances in the form of Current Assets and Current Liabilities in foreign currency, outstanding at the close of the year are converted into Indian currency at appropriate rate of exchange prevailing on the date of Balance Sheet. Resultant gain or loss is accounted during the year.

**a. Recognition and measurement of defined benefit obligations :**

The cost of defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuations using the 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 discount rate, future salary increase 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.

**b. Fair value measurement of financial instruments :**

When the fair values of the financial assets and liabilities recorded in the balance sheet cannot be measured based on the quoted market prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from the observable market, where possible, but where this is not feasible, a review of judgement is required in establishing fair values. Changes in assumptions relating to these assumptions could affect the fair value of financial instruments.

**c. Deferred Taxes :**

Deferred tax is recorded on temporary differences between tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profit during the periods in which those temporary differences and the tax loss carry forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward periods are reduced.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

2. PROPERTY, PLANT AND EQUIPMENT :

PARTICULARS	TANGIBLE ASSETS							INTANGIBLE ASSETS		TOTAL
	Freehold Land (Including Site Development)	Buildings	Plant and Machinery	Furniture and Fixtures	Vehicles	Computers and Peripherals	Office and Other Equipments	Computer Softwares		
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Cost as at April 01, 2019	1,77,99,417	34,00,20,599	1,59,64,78,198	53,40,355	76,17,801	87,13,567	31,33,540	55,00,235	1,98,46,03,712	
Additions during the year	-	-	-	-	-	-	-	-	-	
(Deductions)/Adjustments during the year	-	-	-	-	-	-	-	-	-	
Cost as at March 31, 2020	1,77,99,417	34,00,20,599	1,59,64,78,198	53,40,355	76,17,801	87,13,567	31,33,540	55,00,235	1,98,46,03,712	
Accumulated depreciation as at April 01, 2019	-	19,19,60,725	1,50,69,52,698	46,81,850	53,12,163	81,08,094	27,32,528	51,75,402	1,72,49,23,460	
Depreciation during the year	-	1,03,29,883	78,38,901	92,233	4,12,398	1,16,343	87,994	45,926	1,89,23,678	
(Deductions)/Adjustments during the year	-	-	-	-	-	-	-	-	-	
Accumulated depreciation as at March 31, 2020	-	20,22,90,608	1,51,47,91,599	47,74,083	57,24,561	82,24,437	28,20,522	52,21,328	1,74,38,47,138	
Net Carrying amount as at March 31, 2020	1,77,99,417	13,77,29,991	8,16,86,599	5,66,272	18,93,240	4,89,130	3,13,018	2,78,907	24,07,56,574	
Cost as at April 01, 2020	1,77,99,417	34,00,20,599	1,59,64,78,198	53,40,355	76,17,801	87,13,567	31,33,540	55,00,235	1,98,46,03,712	
Additions during the year	-	-	-	-	-	-	-	-	-	
(Deductions)/Adjustments during the year	-	-	-	-	-	-	-	-	-	
Cost as at March 31, 2021	1,77,99,417	34,00,20,599	1,59,64,78,198	53,40,355	76,17,801	87,13,567	31,33,540	55,00,235	1,98,46,03,712	
Accumulated depreciation as at April 01, 2020	-	20,22,90,608	1,51,47,91,599	47,74,083	57,24,561	82,24,437	28,20,522	52,21,328	1,74,38,47,138	
Depreciation during the year	-	1,03,01,664	6,08,892	72,567	4,11,270	53,257	80,084	4,093	1,15,31,827	
(Deductions)/Adjustments during the year	-	-	-	-	-	-	-	-	-	
Accumulated depreciation as at March 31, 2021	-	21,25,92,272	1,51,54,00,491	48,46,650	61,35,831	82,77,694	29,00,606	52,25,421	1,75,53,78,965	
Net Carrying amount as at March 31, 2021	1,77,99,417	12,74,28,327	8,10,77,707	4,93,705	14,81,970	4,35,873	2,32,934	2,74,814	22,92,24,747	

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

**3. NON-CURRENT INVESTMENTS (At Cost) :**

Particulars	As at March 31, 2021 ₹	As at March 31, 2020 ₹
<b>Investments in Equity Shares (Trade) :</b>		
<b>Unquoted :</b>		
28,125 Equity Shares (Previous Year 28,125) of ₹ 10.00 each in Nimbua Greenfield (Punjab) Limited fully paid up.	2,81,250	2,81,250
<b>Sub-total</b>	<b>2,81,250</b>	<b>2,81,250</b>
<b>TOTAL NON-CURRENT INVESTMENTS</b>	<b>2,81,250</b>	<b>2,81,250</b>
<b>Aggregate value of unquoted Investments :</b>		
At Cost price	2,81,250	2,81,250

**4. OTHER NON-CURRENT FINANCIAL ASSETS :**

Particulars	As at March 31, 2021 ₹	As at March 31, 2020 ₹
Security Deposits	1,67,76,228	1,92,49,749
Taxes Paid and Refund Receivable	17,69,215	12,57,656
<b>TOTAL OTHER NON-CURRENT FINANCIAL ASSETS</b>	<b>1,85,45,443</b>	<b>2,05,07,405</b>

**5. OTHER NON-CURRENT ASSETS :**

Particulars	As at March 31, 2021 ₹	As at March 31, 2020 ₹
Prepaid Expenses	21,966	5,04,494
<b>TOTAL OTHER NON-CURRENT ASSETS</b>	<b>21,966</b>	<b>5,04,494</b>

**6. INVENTORIES :**

Particulars	As at March 31, 2021 ₹	As at March 31, 2020 ₹
Raw Materials	20,73,550	20,73,550
Work-in-progress	56,28,360	1,25,86,942
Finished Goods	23,15,878	1,45,91,836
Colours, Dyes and Chemicals	38,19,557	38,19,557
Stores, Packing Materials and Consumables	1,28,45,398	1,28,45,398
Waste and Scrap	41,098	41,098
<b>TOTAL INVENTORIES</b>	<b>2,67,23,841</b>	<b>4,59,58,381</b>

- 6.1** *Work-in-progress are valued at the lower of cost or net realizable value. The cost is computed on weighted average method and includes cost of materials, cost of conversion and other costs incurred in acquiring the inventory and bringing them to their present location and condition.*
- 6.2** *Finished Goods are valued at the lower of cost or net realizable value. The cost is computed on weighted average method and includes cost of materials, cost of conversion and other costs incurred in acquiring the inventory and bringing them to their present location and condition.*
- 6.3** *Raw Materials and other inventories of Colours, Dyes, Chemicals, Stores, Spares and Packing Materials etc. are valued at the lower of cost or net realizable value. Raw materials and other supplies held for use in production of inventories are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realizable value. The cost of Raw Materials is computed on specific identification basis and other inventories of Colours, Dyes, Chemicals, Stores, Spares and Packing Materials etc. is computed on FIFO basis.*
- 6.4** *Stock of Waste and Scrap is valued at estimated net realizable value.*

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

**7. TRADE RECEIVABLES :**

[Unsecured]

Particulars	As at March 31, 2021 ₹	As at March 31, 2020 ₹
Considered good	1,30,41,005	1,63,95,622
Considered doubtful	1,23,08,003	1,23,08,003
	<u>2,53,49,008</u>	<u>2,87,03,625</u>
Less : Provision for Doubtful Debts	(1,23,08,003)	(1,23,08,003)
<b>TOTAL TRADE RECEIVABLES</b>	<u><u>1,30,41,005</u></u>	<u><u>1,63,95,622</u></u>

**8. CASH AND CASH EQUIVALENTS :**

Particulars	As at March 31, 2021 ₹	As at March 31, 2020 ₹
<b>A. Cash and Cash Equivalents :</b>		
<b>Balances with Banks :</b>		
in Current Accounts	53,67,815	48,34,867
<b>Cash Balance on Hand</b>	3,463	9,340
<b>TOTAL (A)</b>	<u>53,71,278</u>	<u>48,44,207</u>
<b>TOTAL</b>	<u><u>53,71,278</u></u>	<u><u>48,44,207</u></u>

**9. OTHER CURRENT FINANCIAL ASSETS :**

[Unsecured, considered good]

Particulars	As at March 31, 2021 ₹	As at March 31, 2020 ₹
Export Incentives Receivables	43,98,115	43,98,115
Balance with Government Authorities	2,65,54,842	2,59,24,308
Other Loans and Advances	7,60,252	20,000
	<u>3,17,13,209</u>	<u>3,03,42,423</u>
Less : Provision for Doubtful Adjustment/Recovery of GST	(2,65,54,842)	(2,59,24,308)
<b>TOTAL OTHER CURRENT FINANCIAL ASSETS</b>	<u><u>51,58,367</u></u>	<u><u>44,18,115</u></u>

**10. OTHER CURRENT ASSETS :**

[Unsecured, considered good]

Particulars	As at March 31, 2021 ₹	As at March 31, 2020 ₹
Advances for Supply of Goods and Services	39,71,230	40,90,190
Prepaid Expenses	6,82,407	14,01,938
<b>TOTAL OTHER CURRENT ASSETS</b>	<u><u>46,53,637</u></u>	<u><u>54,92,128</u></u>

**11. EQUITY SHARE CAPITAL :**

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number of Shares	₹	Number of Shares	₹
<b>AUTHORISED :</b>				
Equity Shares of ₹ 10.00 each	2,70,00,000	27,00,00,000	2,70,00,000	27,00,00,000
	<u>2,70,00,000</u>	<u>27,00,00,000</u>	<u>2,70,00,000</u>	<u>27,00,00,000</u>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number of Shares	₹	Number of Shares	₹
<b>ISSUED, SUBSCRIBED AND FULLY PAID-UP :</b>				
Equity Shares of ₹ 10.00 each fully paid-up	1,32,83,743	13,28,37,430	1,32,83,743	13,28,37,430
<b>TOTAL</b>	<u>1,32,83,743</u>	<u>13,28,37,430</u>	<u>1,32,83,743</u>	<u>13,28,37,430</u>

11.1 <b><u>Details of Shareholders holding more than 5% Shares :</u></b>	Number of Shares	% of holding	Number of Shares	% of holding
a. Rainbow Agri Industries Limited	60,00,000	45.17	60,00,000	45.17
b. Silver Eagle Inc.	25,17,435	18.95	25,17,435	18.95

**11.2 Reconciliation of number of shares outstanding is set out below :**

Equity Shares outstanding at the beginning of the year	1,32,83,743	1,32,83,743
Add : Shares issued during the year	-	-
Less : Shares cancelled during the year	-	-
Equity Shares outstanding at the end of the year	1,32,83,743	1,32,83,743

**11.3 Terms / Rights attached to Equity Shares :**

The Company has only one class of Equity Shares having a par value of ₹ 10 per share. Each holder of Equity Shares is entitled to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of share holders in the ensuing Annual General Meeting.

In the event of the liquidation of the Company, the holder of Equity Shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of Equity Shares held by the share holders.

**12. OTHER EQUITY :**

Particulars	As at March 31, 2021	As at March 31, 2020
	₹	₹
<b>Capital Reserve :</b>		
Balance as per last financial statements	9,11,60,726	9,11,65,914
Adjustment for Depreciation	(5,174)	(5,188)
Balance at the end of the year	<u>9,11,55,552</u>	<u>9,11,60,726</u>
<b>Share Premium Account :</b>		
Balance as per last financial statements	4,93,64,092	4,93,64,092
<b>Interest Subsidy :</b>		
Balance as per last financial statements	6,36,003	6,36,003
<b>Surplus / (Deficit) in Statement of Profit and Loss :</b>		
Balance as per last financial statements	(1,81,51,77,896)	(1,66,10,30,228)
Net Profit/(Net Loss) for the year	(7,45,85,621)	(16,15,78,950)
Other Comprehensive Income/(Expense) for the year	(7,19,510)	74,31,282
Balance at the end of the year	<u>(1,89,04,83,027)</u>	<u>(1,81,51,77,896)</u>
<b>TOTAL OTHER EQUITY</b>	<u>(1,74,93,27,380)</u>	<u>(1,67,40,17,075)</u>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

**13. NON-CURRENT BORROWINGS :**

Particulars	As at March 31, 2021		As at March 31, 2020	
	Non-current	Current Maturities	Non-current	Current Maturities
	₹	₹	₹	₹
<b>Secured :</b>				
Other Loans [Refer Note 13.1]	<u>54,65,84,931</u>	<u>70,31,04,396</u>	76,43,13,048	37,72,86,932
<b>Total Secured Non-current Borrowings</b>	<u>54,65,84,931</u>	<u>70,31,04,396</u>	76,43,13,048	37,72,86,932
<b>TOTAL NON-CURRENT BORROWINGS</b>				
<b>Less : Disclosed under Other Current Liabilities [Refer Note 17]</b>		<b>(70,31,04,396)</b>		<b>(37,72,86,932)</b>
<b>TOTAL NON-CURRENT BORROWINGS</b>	<u>54,65,84,931</u>	<u>70,31,04,396</u>	<u>76,43,13,048</u>	<u>37,72,86,932</u>

- 13.1** Loans taken from Export Import Bank of India assigned to Edelweiss Asset Reconstruction Company Limited (EARC), Loans taken from IDBI Bank Limited assigned to Assets Care & Reconstruction Enterprise Limited (ACRE), Loans taken from Bank of India assigned to Assets Care & Reconstruction Enterprise Limited (ACRE) and Loans taken from Dena Bank (now Bank of Baroda) assigned to Assets Care & Reconstruction Enterprise Limited (ACRE) are secured by First Charge ranking pari-passu on all movable and immovable assets, present and future (Subject to charge on specified movables created/to be created in favour of Company's Bankers to secure Working Capital) and personal guarantee of Director and erstwhile Director of the Company and pledge of investments by other companies. Further, the loan is also secured by Corporate guarantee and First Charge on immovable properties of Rama Petrochemicals Limited. Maturity profile and Rate of interest of Term Loans are as set out below :

Year / Rate of Interest per annum	0.00%
2021-22	32,58,17,464
2022-23	28,67,92,649
2023-24	45,54,32,518

The Company has defaulted in payment of Principal and Interest of ₹ 37,72,86,932 (Previous Year - ₹ 22,52,86,932)

**14. OTHER NON-CURRENT FINANCIAL LIABILITIES :**

Particulars	As at March 31, 2021	As at March 31, 2020
	₹	₹
Security Deposits	<u>30,000</u>	30,000
<b>TOTAL OTHER NON-CURRENT FINANCIAL LIABILITIES</b>	<u>30,000</u>	<u>30,000</u>

**15. CURRENT BORROWINGS :**

Particulars	As at March 31, 2021	As at March 31, 2020
	₹	₹
<b>Unsecured :</b>		
Loans and Advances from Related Parties [Refer Note 29.1]	<u>3,48,60,530</u>	3,48,60,530
<b>Total Unsecured Current Borrowings</b>	<u>3,48,60,530</u>	3,48,60,530
<b>TOTAL CURRENT BORROWINGS</b>	<u>3,48,60,530</u>	<u>3,48,60,530</u>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

**16. TRADE PAYABLES :**

Particulars	As at March 31, 2021 ₹	As at March 31, 2020 ₹
Total outstanding dues of Micro and Small Enterprises	-	-
Total outstanding dues of creditors other than Micro and Small Enterprises	35,12,58,967	35,11,64,211
<b>TOTAL TRADE PAYABLES</b>	<b>35,12,58,967</b>	<b>35,11,64,211</b>

**16.1** *On the basis of information available with the Company of vendors' status being Micro, Small and Medium Enterprises, as defined under The Micro, Small and Medium Enterprises Development Act, 2006, the company has not received any information from its suppliers as on date regarding their status under the above said Act and hence, no disclosure has been made.*

**17. OTHER CURRENT FINANCIAL LIABILITIES :**

Particulars	As at March 31, 2021 ₹	As at March 31, 2020 ₹
Current Maturities of Long Term Debts [Refer Note 13]	70,31,04,396	37,72,86,932
Statutory Dues	2,27,59,452	1,61,70,715
Employee Dues	5,88,31,639	2,93,16,107
<b>TOTAL OTHER CURRENT FINANCIAL LIABILITIES</b>	<b>78,46,95,487</b>	<b>42,27,73,754</b>

**18. CURRENT PROVISIONS :**

Particulars	As at March 31, 2021 ₹	As at March 31, 2020 ₹
Provision for Employee Benefits [Refer Note 25]	66,06,334	52,00,202
<b>TOTAL CURRENT PROVISIONS</b>	<b>66,06,334</b>	<b>52,00,202</b>

**19. OTHER CURRENT LIABILITIES :**

Particulars	As at March 31, 2021 ₹	As at March 31, 2020 ₹
Amortised Cost of Debts	19,51,33,508	30,18,01,376
Advances from Customers	3,41,727	1,94,700
<b>TOTAL OTHER CURRENT LIABILITIES</b>	<b>19,54,75,235</b>	<b>30,19,96,076</b>

**20. SALE OF FINISHED GOODS :**

Particulars	For the year ended March 31, 2021 ₹	For the year ended March 31, 2020 ₹
Sale of Denim Fabric	45,74,260	4,02,41,080
<b>TOTAL SALE OF PRODUCTS</b>	<b>45,74,260</b>	<b>4,02,41,080</b>

**21. OTHER OPERATING REVENUES :**

Particulars	For the year ended March 31, 2021 ₹	For the year ended March 31, 2020 ₹
Sale of Waste and Other Sales	-	2,18,04,656
Export Incentives	-	97,441
<b>TOTAL OTHER OPERATING REVENUES</b>	<b>-</b>	<b>2,19,02,097</b>



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

**22. OTHER INCOME :**

Particulars	For the year ended March 31, 2021 ₹	For the year ended March 31, 2020 ₹
Gain on Foreign Exchange Fluctuations (Net)	10,21,738	-
Interest Income	23,19,187	-
Interest on Amortised Cost of Debts	10,66,67,868	10,66,67,868
Miscellaneous Income	31,868	94,04,480
<b>TOTAL OTHER INCOME</b>	<b>11,00,40,661</b>	<b>11,60,72,348</b>

**23. COST OF MATERIALS CONSUMED/SOLD :**

Particulars	For the year ended March 31, 2021 ₹	For the year ended March 31, 2020 ₹
Opening Stock	20,73,550	1,16,61,112
Add : Purchases	-	8,48,249
	20,73,550	1,25,09,361
Less : Closing Stock	20,73,550	20,73,550
<b>TOTAL MATERIALS CONSUMED/SOLD</b>	<b>-</b>	<b>1,04,35,811</b>

**24. CHANGE IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS - DECREASE / (INCREASE):**

Particulars	For the year ended March 31, 2021 ₹	For the year ended March 31, 2020 ₹
<b>Finished Goods :</b>		
Closing Stocks	23,15,878	1,45,91,836
Opening Stocks	1,45,91,836	3,57,04,975
<b>Decrease / (Increase) in Finished Goods</b>	<b>1,22,75,958</b>	<b>2,11,13,139</b>
<b>Work-in-progress :</b>		
Closing Stocks	56,28,360	1,25,86,942
Opening Stocks	1,25,86,942	3,62,24,350
<b>Decrease / (Increase) in Work-in-progress</b>	<b>69,58,582</b>	<b>2,36,37,408</b>
<b>Waste :</b>		
Closing Stocks	41,098	41,098
Opening Stocks	41,098	4,64,477
<b>Decrease / (Increase) in Waste</b>	<b>-</b>	<b>4,23,379</b>
<b>DECREASE / (INCREASE) IN INVENTORIES</b>	<b>1,92,34,540</b>	<b>4,51,73,926</b>

**25. EMPLOYEE BENEFITS EXPENSE :**

Particulars	For the year ended March 31, 2021 ₹	For the year ended March 31, 2020 ₹
Salary and Wages (Including Contractual Workmen)	3,53,80,933	10,17,82,284
Contribution to Provident Fund and Other Funds	38,62,505	1,13,82,233
Staff Welfare Expenses	1,25,366	6,94,951
<b>TOTAL EMPLOYEE BENEFITS EXPENSE</b>	<b>3,93,68,804</b>	<b>11,38,59,468</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

25.1 As the Company is undergoing Corporate Insolvency Resolution Process, the Directors have not been paid any remuneration during the current year and hence computation under Section 198 of Companies Act, 2013 is also not provided.

25.2 Consequent to the adoption of Accounting Standard (IND AS 19) on Employee Benefits issued by the Institute of Chartered Accountants of India, the following disclosures have been made as required by the standards :

**a. Short Term Employee Benefits :**

All employee benefits falling due wholly within twelve months of rendering the service like salaries, wages, short term compensated absences etc. and the expected cost of bonus are recognized on accrual basis.

**b. Post-Employment Benefits :**

**Defined Contribution Plans :**

The Company has recognized the following amounts in the Statement of Profit and Loss for Defined Contribution Plans :

Particulars	For the year ended March 31, 2021 ₹	For the year ended March 31, 2020 ₹
- Provident Fund	28,83,503	86,00,406
- Employees' State Insurance	8,48,997	26,56,687

The Company's Provident Fund and Employee's State Insurance Plan are administered under The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and The Employees' State Insurance Act, 1948 respectively.

The details of Company's Gratuity Fund are given below, which are managed by Life Insurance Corporation of India :

Particulars	For the year ended March 31, 2021 ₹	For the year ended March 31, 2020 ₹
<b>Principal Actuarial Assumptions :</b>		
Discount rate	6.25%	7.50%
Salary escalation rate	6.00%	7.00%
<b>Changes in present value of the obligation :</b>		
Present value of the Obligation at the beginning of the year	2,16,18,228	2,44,37,526
Interest Cost	13,51,139	18,32,814
Current Service Cost	27,84,964	41,06,564
Benefits Paid	(53,57,591)	(13,27,394)
Actuarial (Gain) / Loss on Obligation	5,26,647	(74,31,282)
Present value of Obligation at year end	2,09,23,387	2,16,18,228
<b>Changes in the fair value of Plan Assets</b>		
Fair value of Plan Assets at the beginning of year	1,92,72,098	1,92,37,324
Expected return on Plan Assets	12,04,506	13,62,168
Contribution	-	-
Benefits Paid	(53,57,591)	(13,27,394)
Actuarial gain/(loss) on Plan Assets	(1,92,863)	-
Fair value of Plan Assets at the end of year	1,49,26,150	1,92,72,098

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

Particulars	For the year ended March 31, 2021 ₹	For the year ended March 31, 2020 ₹
<b>Actuarial Gain / (Loss) recognized :</b>		
Actuarial Gain / (Loss) for the year		
- Obligation	(5,26,647)	74,31,282
- Plan Assets	(1,92,863)	-
Total Gain / (Loss) for the year	(7,19,510)	74,31,282
Actual Gain / (Loss) recognized in the year	(7,19,510)	74,31,282
<b>Amount to be recognized in the Balance Sheet :</b>		
Present value of Obligation at year end	2,09,23,387	2,16,18,228
Fair value of Plan Assets at year end	1,49,26,150	1,92,72,098
Funded status	(59,97,237)	(23,46,130)
Net Asset / (Liability) recognized in the Balance Sheet	(59,97,237)	(52,00,202)
<b>Expenses recognized in the Statement of Profit and Loss :</b>		
Current Service Cost	27,84,964	41,06,564
Interest Cost	13,51,139	18,32,814
Expected return on Plan Assets	(12,04,506)	(13,62,168)
Actuarial (Gain) / Loss recognized in the year	7,19,510	(74,31,282)
Expenses recognized in the Statement of Profit and Loss	7,97,035	-

**26. FINANCE COSTS :**

Particulars	For the year ended March 31, 2021 ₹	For the year ended March 31, 2020 ₹
Interest Expenses	12,479	1,31,564
Interest on Amortised Cost of Debts	10,80,89,347	11,13,08,103
<b>TOTAL FINANCE COSTS</b>	<b>10,81,01,826</b>	<b>11,14,39,667</b>

**27. OTHER EXPENSES :**

Particulars	For the year ended March 31, 2021 ₹	For the year ended March 31, 2020 ₹
<b>Manufacturing Expenses :</b>		
Colours, Dyes and Chemicals Consumed/Sold	-	2,52,784
Stores, Spares, Packing and Consumables Consumed/Sold	1,34,156	3,62,406
Power and Fuel Expenses	30,40,599	89,17,712
Insurance Expenses	10,63,795	40,66,685
Repairs and Maintenance :		
- Plant and Machinery	3,34,057	5,22,143
<b>Total Manufacturing Expenses</b>	<b>45,72,607</b>	<b>1,41,21,730</b>
<b>Administrative Expenses :</b>		
Travelling and Conveyance Expenses	2,50,959	8,97,959
Rental and Hiring Charges	1,62,863	21,71,932
Postage and Courier Expenses	11,595	3,35,805

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

Particulars	For the year ended March 31, 2021 ₹	For the year ended March 31, 2020 ₹
Printing and Stationery	17,416	1,54,015
Rates, Fee and Taxes	12,28,527	16,26,507
Professional and Legal Expenses	31,34,411	33,84,164
Telecommunication Expenses	11,731	3,43,782
Directors' Sitting Fee	-	48,000
Auditors' Remuneration :		
- for Audit Fee	3,35,000	3,35,000
- for Taxation Matters	75,000	75,000
- for Other Services	98,000	98,000
- for Re-imburement of Expenses	4,845	24,849
Advertisement and Publicity Expenses	19,699	8,59,316
Repairs and Maintenance to Others	30,389	3,63,718
Running and Maintenance to Vehicles	67,471	9,01,221
Doubtful Advances and Recoverables Provided	6,62,399	1,73,892
Loss on Foreign Exchange Fluctuations	-	18,13,125
Financial Charges	17,930	5,22,510
Other Expenses	2,67,877	12,21,558
<b>Total Administrative Expenses</b>	<b>63,96,112</b>	<b>1,53,50,353</b>
<b>Selling and Distribution Expenses :</b>		
Freight and Forwarding Expenses	-	1,10,610
Sales Commission	-	21,198
Rebate, Discounts and Claims	-	1,02,06,825
Other Selling and Distribution Expenses	-	1,56,397
<b>Total Selling and Distribution Expenses</b>	<b>-</b>	<b>1,04,95,030</b>
<b>TOTAL OTHER EXPENSES</b>	<b>1,09,68,719</b>	<b>3,99,67,113</b>

**28. EARNING PER EQUITY SHARE :**

Particulars	For the year ended March 31, 2021 ₹	For the year ended March 31, 2020 ₹
a. Net Profit / (Loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders	(7,45,85,621)	(16,15,78,950)
b. Number of Equity Shares outstanding	1,32,83,743	1,32,83,743
c. Weighted Average Number of Equity Shares outstanding during the year	1,32,83,743	1,32,83,743
d. Weighted Average Number of Equity Shares considered for diluted earning	1,32,83,743	1,32,83,743
e. Face Value per Equity Share	10.00	10.00
f. Basic Earning per Equity Share	(5.61)	(12.16)
g. Diluted Earning per Equity Share	(5.61)	(12.16)

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

**28.1** EPS is calculated by dividing the profit/(loss) attributable to the Equity Share holders by weighted average number of Equity Shares outstanding during the year.

**28.2** For the purpose of calculating diluted earnings per share, the net profit/(loss) for the period attributable to Equity Shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares, except when the results would be anti-dilutive.

**29. RELATED PARTIES DISCLOSURE :**

As per the Accounting Standard on “Related Party Disclosures” (IND AS 24) issued by the Institute of Chartered Accountants of India, the related parties of the Company are as follows :

**a. Names of Related Parties and Related Party Relationship :**

	Relationship	Related Parties
(i)	Associates	Rainbow Agri Industries Limited
(ii)	Entities having significant influence over the enterprise.	Silver Eagle Inc.
(iii)	Key managerial personnel (KMP)	Mr. H. D. Ramsinghani - Chairman Mr. S. S. Arora - Director and CFO
(iv)	Relative to Key Managerial Personnel.	
(v)	Enterprises over which Key Managerial Personnel are able to exercise significant influence.	
(vi)	Non-executive/Independent Directors	Mr. D. N. Singh - Director Mr. R. G. Kulkarni - Director Mr. B. L. Khanna - Director

**29.a.1** The related party relationships have been determined on the basis of the requirements of the Accounting Standard (IND AS 24) “Related Party Disclosures” notified by the Central Government and the same have been relied upon by the auditors.

**29.a.2** The relationship as mentioned above pertains to those related parties with whom transactions have taken place during the year or the previous year, except where control exists, in which case, relationship have been mentioned irrespective of transactions with related party.

**b. Transactions with Related Parties :**

Nature of Transactions (Excluding reimbursements)	Associates	KMP / Relatives	Enterprises	Others	Total
	( i ) & ( ii )	( iii ) & ( iv )	( v )	( vi )	( i ) to ( vi )
	₹	₹	₹	₹	₹
Directors' Remuneration		(25,20,362)			(25,20,362)
Directors' Sitting Fee		(14,000)		(34,000)	(48,000)
Loans Taken	(3,62,00,000)		(50,00,000)		(4,12,00,000)
Loans Repaid	(13,39,470)		(50,00,000)		(63,39,470)

Figures in parentheses represents Previous Year's amount.

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

**29.1 Disclosure in respect of Related Party transactions :**

	<b>Relationship</b>	<b>For the year ended March 31, 2021 ₹</b>	<b>For the year ended March 31, 2020 ₹</b>
<b>Directors' Remuneration :</b>			
Mr. S. S. Arora	KMP / Relatives	-	25,20,362
<b>Sitting Fee to Directors :</b>			
Mr. H. D. Ramsinghani	KMP / Relatives	-	14,000
Mr. D. N. Singh	Others	-	14,000
Mr. R. G. Kulkarni	Others	-	14,000
Mr. B. L. Khanna	Others	-	6,000
<b>Loan Taken :</b>			
Rainbow Agri Industries Limited	Associates	-	3,62,00,000
Blue Lagoon Investments Private Limited	Enterprises	-	50,00,000
<b>Loan Repaid :</b>			
Rainbow Agri Industries Limited	Associates	-	13,39,470
Blue Lagoon Investments Private Limited	Enterprises	-	50,00,000
<b>Outstandings at the close of the year on account of :</b>	<b>Relationship</b>	<b>As at March 31, 2021 ₹</b>	<b>As at March 31, 2020 ₹</b>
<b>Unsecured Loans :</b>			
Rainbow Agri Industries Limited	Associates	<b>3,48,60,530</b>	3,48,60,530

Directors' Remuneration excludes provision for compensated leave and gratuity, as separate actuarial valuation is not available.

**Terms and conditions of transaction with related parties :**

The sale and purchase transactions with related parties are made 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.

**30. DEFERRED TAXATION :**

The Major components of Deferred Tax Assets / (Liability), based upon tax returns filed and assessment orders received, arising on account of timing difference are as under :

<b>Particulars</b>	<b>As at March 31, 2021 ₹</b>	<b>As at March 31, 2020 ₹</b>
<b>Deferred Tax Liability :</b>		
Property, Plant and Equipment	3,45,65,256	3,40,27,375
<b>Deferred Tax Assets :</b>		
Disallowance u/s 43B of Income-tax Act, 1961	(9,43,11,403)	(9,09,12,717)
Unabsorbed Depreciation and Business Loss	(49,69,34,995)	(48,19,08,160)
Temporary difference on Fair Value of Debts	(3,69,585)	(12,06,461)
Provision for Doubtful Recoverables	(1,01,04,340)	(99,40,401)
<b>Net Deferred Tax Assets</b>	<b>(56,71,55,067)</b>	<b>(54,99,40,364)</b>

Net Deferred Tax Assets are not recognized in absence of virtual certainty that sufficient future taxable income will be available to realize the same, as per Accounting Standard (IND AS 12) issued by The Institute of Chartered Accountants of India.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

### 31. FINANCIAL INSTRUMENTS - FAIR VALUE AND RISK MANAGEMENT :

#### 31.1 Accounting Classification :

The carrying value of financial instruments by categories are as follows :

Particulars	As at March 31, 2021 ₹	As at March 31, 2020 ₹
<b>Financial Assets :</b>		
Investments	2,81,250	2,81,250
Trade Receivables	1,30,41,005	1,63,95,622
Cash and Cash Equivalents	53,71,278	48,44,207
Other Financial Assets	2,37,03,810	2,49,25,520
<b>Total Financial Assets</b>	<b>4,23,97,343</b>	<b>4,64,46,599</b>
<b>Financial Liabilities :</b>		
Borrowings	1,28,45,49,857	1,17,64,60,510
Trade Payables	35,12,58,967	35,11,64,211
Other Financial Liabilities	8,16,21,091	4,55,16,822
<b>Total Financial Liabilities</b>	<b>1,71,74,29,915</b>	<b>1,57,31,41,543</b>

Borrowings under Financial Liabilities are shown as 'Amortised Cost'. All other Assets and Liabilities are at cost.

#### 31.2 Risk Management framework :

The Company's principal financial liabilities include borrowing, trade and other payables. The Company's principal financial assets include loans, trade receivable, cash and cash equivalents and others. The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management oversees the management of these risks. The Company's senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

#### 31.3 Financial Risk Management :

The Company has exposure to the following risks arising from financial instruments.

- (a) Credit Risk
- (b) Liquidity Risk
- (c) Market Risk

##### (a) Credit Risk :

Credit risk is the risk of financial loss to the Company, if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, investment in inter corporate deposit and loans given to related parties.

The carrying amount of following financial assets represents the maximum credit exposure :

##### Trade Receivables :

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. No impairment is observed on the carrying value of trade receivables.

##### Other Financial Assets :

Credit risk from balances with banks, loans, investments is managed by Company's finance department. Investments of surplus funds are made only with approved counterparties. No impairment on such investment has been recognised as on the reporting date.

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021**

**(b) Liquidity Risk :**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. 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 condition, without incurring unacceptable losses or risking damage to the Company's reputation.

The Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of surplus funds, bank loans and inter-corporate loans.

**Exposure to Liquidity Risk :**

Following are the remaining contractual maturities of financial liabilities at the reporting date.

As at March 31, 2021	Carrying Amount	Contractual Cash Flow				
		Total	Within 1 year	1 - 2 years	3 - 5 years	More than 5 years
		₹	₹	₹	₹	₹
<b>Financial Liabilities :</b>						
Borrowings	1,28,45,49,857	51,78,88,582	19,91,48,719	13,04,27,917	18,83,11,946	-
Trade Payables	35,12,58,967	35,12,58,967	35,12,58,967	-	-	-
Other Financial Liabilities	8,16,21,091	8,16,21,091	8,16,21,091	-	-	-
<b>Total Financial Liabilities</b>	<b>1,71,74,29,915</b>	<b>95,07,68,640</b>	<b>63,20,28,777</b>	<b>13,04,27,917</b>	<b>18,83,11,946</b>	<b>-</b>

As at March 31, 2020	Carrying Amount	Contractual Cash Flow				
		Total	Within 1 year	1 - 2 years	3 - 5 years	More than 5 years
		₹	₹	₹	₹	₹
<b>Financial Liabilities :</b>						
Borrowings	1,17,64,60,510	60,58,76,525	12,28,48,473	16,42,88,189	31,87,39,863	-
Trade Payables	35,11,64,211	35,11,64,211	35,11,64,211	-	-	-
Other Financial Liabilities	4,55,16,822	4,55,16,822	4,55,16,822	-	-	-
<b>Total Financial Liabilities</b>	<b>1,57,31,41,543</b>	<b>1,00,25,57,558</b>	<b>51,95,29,506</b>	<b>16,42,88,189</b>	<b>31,87,39,863</b>	<b>-</b>

**c) Market Risk :**

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and commodity prices which will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market exposures within acceptable parameters, while optimising the return.

**Currency Risk :**

Currency risk is not material, as the Company's primary business activities are within India.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

### 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's exposure to risk of changes in market interest rate is not material as the Company is having fixed rate borrowings.

The Company does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rate at the reporting date would not affect profit or loss.

### Commodity Price Risk :

The Company's activities are exposed to Cotton and Yarn price risks and therefore its overall risk management program focuses on the volatile nature of the Cotton and Yarn market, thus seeking to minimize potential adverse effects on the Company's financial performance on account of such volatility.

### 32. CAPITAL MANAGEMENT :

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Company consists of net debt and the total equity of the Company. For this purpose, net debt is defined as total borrowings less cash and cash equivalents.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirements are met through short-term/long-term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

The Company's net debt to equity ratio is as follows :

Particulars	As at March 31, 2021 ₹	As at March 31, 2020 ₹
Borrowings	1,28,45,49,857	1,17,64,60,510
Cash and Cash Equivalents	53,71,278	48,44,207
<b>Net Debts</b>	<b>1,27,91,78,579</b>	<b>1,17,16,16,303</b>
Total Equity	<b>(1,61,64,89,950)</b>	<b>(1,54,11,79,645)</b>
Debt/Equity Ratio	<b>(0.79)</b>	<b>(0.76)</b>

### 33. CORPORATE SOCIAL RESPONSIBILITY :

The provisions of Section 135 of the Companies Act, 2013 towards Corporate Social Responsibility (CSR) do not apply to the Company as it does not fulfill the conditions specified therein.

34. As against the export obligation of US\$ 7,75,98,359 to be fulfilled by January 12, 2025 or such further extension as may be granted, the company has to fulfil balance export obligation of US\$ 11,70,524 by January 12, 2025 or such further extension as may be granted.
35. No Debts or Loans and Advances are due from Directors or Officers of the Company or from Firms or Private Companies in which any Director is a Partner, Director or Member.
36. Due to labour unrest, the manufacturing activities at the Company's plant situated at Village Chaundheri, P. O. Dappar, Tehsil Derabassi, District Mohali, Punjab 140506 have been suspended with effect from March 25, 2019.
37. In the Audited Accounts, the Auditors' have expressed significant doubt on the ability of the Company to continue as a 'going concern'. The same is on account of suspension of manufacturing activities at the Company's plant and the on going Corporate Insolvency Resolution Process.
38. The Company is undergoing Corporate Insolvency Resolution Process (CIRP) under the Insolvency and Bankruptcy Code, 2016 in terms of order dated December 09, 2019 passed by Hon'ble National Company Law Tribunal, Chandigarh Bench (Hon'ble NCLT). As per the provisions of Insolvency and Bankruptcy Code (IBC), the powers of Board of Directors of the Company have been suspended and the management of the affairs of the Company vests in the Resolution Professional (RP).

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

39. As the powers of Board of Directors have been suspended, the Annual Accounts have not been adopted by the Board of Directors. However, the same have been signed by Directors of the Company, confirming accuracy and completeness of results. These financial results have been taken on record by Resolution Profesional (RP).
40. The Company, as at the date approval of these financial results has considered internal and external sources of information, in assessing the possible effects that may result from the global health pandemic relating to COVID - 19 on the carrying amounts of loans, investments, receivables, inventories and other assets. As on the date of approval of these financial results, the Company has concluded that the impact of COVID - 19 is not material based on these estimates and expects to recover the carrying amount of these assets. The impact of COVID-19 on the Company's Financial Statements may differ from that estimated as at the date of approval of these financial statements.
41. Segment wise details, as required by IND AS 108 Segment Reporting, are not furnished as the management is of the opinion that it does not have any geographical/business segment that is subject to different kind of risk, return or opportunities.
42. Figures have been rounded off to the nearest rupee.
43. Previous Year figures have been re-grouped/re-arranged, wherever necessary, to make them comparable.

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### Signatures to note 1 to 43

**As per our report of even date attached  
for Khandelwal & Mehta LLP,  
Chartered Accountants  
Firm Registration Number : W100084**

**For Rainbow Denim Limited,**  
*(a Company under Corporate Insolvency Resolution Process vide NCLT order)*

**Sunil Khandelwal  
Partner  
Membership Number : 101388**

**S. S. Arora  
Director and CFO  
DIN - 00033825**

**H. D. Ramsinghani  
Director  
DIN - 00035416**

**Dharmendra K. Bhasin  
Resolution Profesional  
IP Registration No.  
IBBI/IPA-002/IP-N00816/  
2019-2020/12564**

**Place : Mumbai  
Date : June 29, 2021**

**Place : Mumbai  
Date : June 29, 2021**

**Place : Lalru (Punjab)  
Date : June 29, 2021**



