

July 05, 2021

To,  
Department of Corporate Services,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

Scrip Code: 531307 / Scrip ID: RRIL

**Sub: Submission of Annual Report of the Company under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.**

Dear Sirs,

We hereby wish to inform you that the 30th Annual General Meeting of the members of the Company will be held on Friday, July 30, 2021 at 12:30 p.m. IST through video conferencing ('VC') or other audio visual means ('OAVM').

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Annual Report of the Company along with the Notice convening 30th Annual General Meeting of the Company for the Financial Year 2020-21 which is being sent only through electronic mode to the Members.

The Annual Report containing the Notice is also uploaded on the Company's website at <http://www.rrillimited.com/wp-content/uploads/2021/07/RRIL-AR-2020-21.pdf>.

This is for your information and records.

Thanking you.

For RRIL Limited



Sanjay R Vishwakarma  
Company Secretary & Compliance officer



Encl: a/a



# 30th ANNUAL REPORT 2020 - 21

**RRIL LIMITED**

(Formerly Known as S R K Industries Limited)

A-325, Hari Om Plaza, M.G.Road, Near Omkareshwar Temple, Borivali (E), Mumbai - 400 066.

✉ [office@rillimited.com](mailto:office@rillimited.com) | 🌐 [www.rillimited.com](http://www.rillimited.com) | ☎ 022 2895 9644

CIN : L17121MH1991PLC257750



### अध्यक्ष का संदेश

प्रिय हिस्सेदारों को प्रणाम,

आपकी अपनी कंपनी की वार्षिक आय व्यय का लेखा जोखा प्रस्तुत किया गया है।

हम सब गत वर्ष लम्बी अवधि से चल रही इस कोरोना महामारी में परेशान रहे। आशा करता हूँ कि आप सपरिवार सुरक्षित होंगे इस संकट की घड़ी में जिन्होंने दुःख दर्द झेले हैं उन सबके प्रति मैं आत्म भाव से संवेदना प्रकट करता हूँ। आप सब कोविड-19 के दिशा निर्देश का पालन करते हुए समय पर टीका लगावे और सुरक्षित रहे।

आपकी अपनी कंपनी की सारी गतिविधियाँ BSE Limited पर एवं RRIL की वेबसाइट पर उपलब्ध करवाई गई हैं।

RRIL के अधिग्रहण के पश्चात कंपनी को सही दिशा और नयी ऊँचाई देने के लिये लाभ कर रही कंपनियों का विलय एवं अधीनस्थ करने का निर्णय लिया गया।

राज राजेन्द्र इंडस्ट्री लिमिटेड की हिस्सेदारी कंपनी ने अधिग्रहण कर ली है और KRKUMAR के विलय पश्चात उपरोक्त कंपनी 100% अधीनस्थ मानी जायेगी विलय प्रक्रिया में लॉकडाउन की वजह से जो विलम्ब हुआ है उसकी छति पूर्ति अवश्य करेंगे।

इस विषम काल में पूर्ण सावधानी से व्यवसाय किया है कंपनी कर्ज मुक्त है। योग्य एवं उपयुक्त समय नहीं होने पर भी आपकी कंपनी ने मुनाफा कमाया है।

कल को बेहतर बनाने के लिए परमात्मा आपका विश्वास बरकरार रखे। इसी आशा के साथ कंपनी के निदेशक मंडल की ओर से शुभकामना।

सधन्यवाद

**रतनचंद डी. जैन**  
अध्यक्ष

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### CORPORATE INFORMATION:

#### Board of Directors:

|                                  |   |   |
|----------------------------------|---|---|
| Chairman & Managing Director     | : | Mr. Ratanchand D. Jain  |
| Executive Director & CFO         | : | Mr. Harsh M. Mehta  |
| Non-Executive Director           | : | Mr. Hiren D. Chheda   |
| Independent Director             | : | Mr. Pinakin P. Mehta  |
| Independent Director             | : | Mr. Jinang V. Shah  |
| Independent Woman Director       | : | Ms. Shilpa D. Mehta   |
| Statutory Auditors               | : | M/s Subramanian Bengali & Associates.,<br>Chartered Accountants, Mumbai   |
| Internal Auditors                | : | M/s. Vikas N Jain & Associates:<br>Chartered Accountants, Mumbai  |
| Secretarial Auditor              | : | M/s Shreyans Jain & Co.<br>Practicing Company Secretaries, Mumbai   |
| Registrar & Share Transfer Agent | : | Purva Sharegistry (India) Pvt Ltd<br>9, Shiv Shakti Industrial Estate,<br>J. R. Boricha Marg, Lower Parel (E),<br>Mumbai - 400 011. |
| Registered Office                | : | A325, Hari Om Plaza, M.G. Road,<br>Near Omkareshwar Temple, Borivali East,<br>Mumbai - 400066.                                      |
| Bankers                          | : | Cosmos Bank<br>HDFC Bank Ltd  |
| Equity Share Listing             | : | BSE Limited (Code: 531307)  |
| Corporate Identity Number (CIN)  | : | L17121MH1991PLC257750   |
| Website                          | : | <a href="http://www.rrillimited.com">www.rrillimited.com</a>  |
| Location & Plants                | : | Raj Rajendra Industries Limited<br>(Subsidiary Company)   |
|                                  |   | 1. 27/28, G.I.D.C Umbergoan, Near Ground Canttenumear Gaon,<br>Valsad, Umbergaon-396171, Gujarat, India.                            |
|                                  |   | 2. Plot No. 1 & 2, Dewan & Sons Indl. Estate, Vill-Aliyali, Palghar,<br>Thane-401404, Maharashtra, India.                           |





**Registered office:** A-325, Hariom Plaza, M.G. Road, Near Omkareshwar Temple,  
Borivali East, Mumbai – 400066. Ph. 022 - 2895 9644  
www.rrilimited.com | e-mail : office@rrilimited.com | CIN : L17121MH1991PLC257750

### NOTICE TO SHAREHOLDERS

**Notice** is hereby given that the **Thirtieth (30<sup>th</sup>) Annual General Meeting (“AGM”)** of the members of **RRIL Limited** (Formerly known as S R K Industries Limited) will be held on Friday, July 30, 2021 at 12.30 P.M., through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company.

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 along with the report of the Board of Directors, and Auditors thereon.
  - b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2021, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Harsh Mehta (DIN: 08315401), who retires by rotation and, being eligible offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

3. To Approve Appointment of Mr. Hiren D. Chheda (DIN 07637624) as Director of the Company.

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and provisions of Section 152, 160 of the Companies Act, 2013 (hereinafter referred to as the act) and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable provisions, if any, consent of the shareholders be and is hereby accorded for appointment of Mr. Hiren D. Chheda (DIN 07637624) who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 01, 2021 as Director of the Company and whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be required in its absolute discretion pursuant to the above Resolution.”

**For and on behalf of the Board of Directors  
of RRIL Limited**

**Place: Mumbai  
Date: 29.05.2021**

**Sanjay Vishwakarma  
Company Secretary & Compliance officer**

**NOTES:**

In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide his Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 (hereinafter collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and all other relevant circulars issued from time to time, permitted the holding of Annual General Meeting ("AGM") through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Annual General Meeting of the Members of the Company is being held through VC/OAVM facility.

The Notice of the Annual General Meeting along with the Annual Report for the financial year 2020-21 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA Circulars and circular issued by Securities and Exchange Board of India ("SEBI"). Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2020-21 will also be available on the Company's website [www.rrillimited.com](http://www.rrillimited.com); websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and 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 for 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 and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

1. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-voting, participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained below.
2. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, July 23, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), setting out the material facts relating to Special Business to be transacted at 30<sup>th</sup> AGM, as set out in this Notice is annexed hereto.
4. Further additional information, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), in respect of Directors seeking appointment/reappointment at this AGM as mentioned in Item No. 2 and 3 of this AGM Notice is also annexed hereto.
5. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
6. Corporate Shareholders intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer (Shreyans Jain & Co., Company Secretaries in Practice), NSDL and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the AGM. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered email address to [shreyanscs@gmail.com](mailto:shreyanscs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [office@rrillimited.com](mailto:office@rrillimited.com).
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors and Key Managerial Personnel are interested, maintained under Section 189 of the Act, may please be sent to [office@rrillimited.com](mailto:office@rrillimited.com).
10. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 23, 2021 to Friday, July 30, 2021 (both days inclusive) for the purpose of Annual General Meeting..
11. All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection and request regarding the same may please be sent on [office@rrillimited.com](mailto:office@rrillimited.com).
12. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details, to their Depository Participant(s) (DPs) in case the shares are held by them in electronic

form and to Purva Sharegistry (India) Pvt Ltd, Registrar and Share Transfer Agent of the Company in case the shares are held by them in physical form.

13. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India (SEBI), the Annual Report of the Company for the Financial Year ended March 31, 2021, and the Notice of AGM are being sent through electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) or Purva Sharegistry India Pvt Ltd. Cut-off date for sending notice of AGM is Friday, July 02, 2021.
14. Members are requested to support “Green Initiative” by registering / updating their e-mail address(es) with the Depository Participant(s) (in case of Shares held in dematerialized form) or with RTA (in case of Shares held in physical form). Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, MCA Circulars and SEBI Circulars, companies can serve Notice Calling the AGM along with the Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding shares in dematerialized form are requested to register (or update, in case of any change) their e-mail address with their Depository Participant(s), if not already registered / updated and Members holding shares in physical form are requested to register (or update, in case of any change) their e-mail address with RTA by sending email at support@purvashare.com, to enable the Company to send electronic communications.
15. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar and Share Transfer Agent of the Company, viz. support@purvashare.com along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s). In case of any queries / difficulties in registering the e-mail address, Members may write to office@rrillimited.com.
16. The venue of the 30<sup>th</sup> AGM shall be deemed to be the Registered Office of the Company at A-325, Hari Om Plaza, M.G. Road, Near Omkareshwar Temple, Borivali (East), Mumbai-400066.
17. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on Tuesday, July 27, 2021 at 09.00 A.M. and ends on Thursday, July 29, 2021 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, July 23, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, July 23, 2021.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

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

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

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 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 options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |



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

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

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

| Login type  | Helpdesk details   |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>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</p>              |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43</p> |

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below :

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

6. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
7. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN 116200" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
3. In case shares are held in physical mode please provide 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 Aadhar card) by email (Company's email id).
4. Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing demat account number / Folio number, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained above.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

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

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of

“VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu.

2. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM.
7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at [office@rrillimited.com](mailto:office@rrillimited.com) from July 23, 2021 (9:00 a.m. IST) to July 26, 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
18. Shreyans Jain & Co., Company Secretaries in Practice (Proprietor) has been appointed by the Board of Directors as the Scrutinizer to scrutinize the remote e-voting as well as the e-voting process to be conducted at the 30th AGM, in a fair and transparent manner.
19. The Scrutinizer shall immediately after 15 minutes from the conclusion of voting at the Meeting, will unblock and count the votes cast during the meeting and through remote e-voting, in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director or Company Secretary authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. The Results shall be declared not later than 48 (forty-eight) hours from conclusion of the AGM. The Results declared along with the Scrutinizer's Report will be placed on the website of the Company at [www.rrillimited.com](http://www.rrillimited.com) immediately after the Result is declared by the Chairman and will simultaneously be forwarded to BSE Limited, where Equity Shares of the Company are listed.
21. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **Friday, July 30, 2021.**

**For and on behalf of the Board of Directors  
of RRIL Limited**

**Place: Mumbai  
Date: 29.05.2021**

**Sanjay Vishwakarma  
Company Secretary & Compliance officer**

**ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING****EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE****Item No. 3**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Article of Association of the Company, appointed Mr. Hiren D. Chheda (DIN: 07637624), as an Additional Director of the Company and his term as Additional Director comes to an end on ensuing Annual General Meeting of the Company. Pursuant to provisions of Section 160 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Article of Association of the Company has received notice from a member proposing candidature of Mr. Hiren D. Chheda for the office of Director of the Company.

In the opinion of the Board, Mr. Hiren Chheda is persons of integrity, and possess appropriate skills, experience and knowledge.

The terms and conditions of appointment of Mr. Hiren D. Chheda shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company.

His Brief profile in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard is given in **Annexure A** to this explanatory statement.

The members are requested to approve item No. 3 by way of Ordinary Resolution.

Except **Mr. Hiren D. Chheda**, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested in the Resolution mentioned at Item No. 3 of the accompanying Notice.

**For and on behalf of the Board of Directors  
of RRIL Limited**

**Place: Mumbai  
Date: 29.05.2021**

**Sanjay Vishwakarma  
Company Secretary & Compliance officer**



**Annexure A**

**Details of Director seeking appointment / re-appointment at the forthcoming Annual General Meeting Pursuant (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges)**

|   |  |  |
|---|--|--|
| <b>Name of the Director</b>   | <b>Mr. Harsh Mehta</b>   | <b>Mr. Hiren Chheda</b>  |
| <b>Director Identification Number</b>   | <b>08315401</b>  | <b>07637624</b>  |
| <b>Date of Birth</b>  | <b>31<sup>st</sup> March, 1987</b>   | <b>25<sup>th</sup> December 1980</b>   |
| <b>Date of Appointment</b>  | <b>12<sup>th</sup> October, 2019</b>   | <b>01<sup>st</sup> April, 2021</b>   |
| <b>Experience / Expertise in specific functional area</b>   | <b>Mr. Harsh Mehta is Commerce graduate and has approximately more than 8 years of experience in Finance and Textile Industry.</b> | <b>Mr. Hiren Chheda is a diploma holder in Textile from Sasmira College, Mumbai and has 22 years of experience in the field of Textile Designing, Development and Marketing.</b> |
| <b>Qualification</b>  | <b>B. Com</b>  | <b>Diploma in Textile</b>  |
| <b>No. of Equity Shares held in the Company</b>   | <b>Nil</b>   | <b>Nil</b>   |
| <b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b> | <b>Nil</b>   | <b>Nil</b>   |
| <b>Directorship in other Listed Companies as on 31.03.2021</b>                                      | <b>Nil</b>   | <b>Nil</b>   |
| <b>Chairmanship / Membership of Committees in other Listed Companies as on 31.03.2021</b>           | <b>Nil</b>   | <b>Nil</b>   |

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 30<sup>th</sup> Annual Report together with the Audited Financial Statements (Standalone as well as Consolidated) for the Financial Year ended March 31, 2021.

### FINANCIAL HIGHLIGHTS:

The following figures are extracted from the financial statements prepared in compliance with Indian Accounting Standards (Ind AS). The financial statements of the Company comply with all aspects of Ind AS notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act, 2013.

(Amount in Lakhs)

| Particulars   | Standalone |            | Consolidated* |
|---|------------|------------|---------------|
|   | 31/03/2021 | 31/03/2020 | 31/03/2021    |
| Revenue from operations   | 820.02     | 9978.22    | 942.73        |
| Other Income  | 239.23     | 400.59     | 256.63        |
| Less: Operational & Other expenses  | 759.69     | 9965.77    | 870.61        |
| Profit before exceptional items, extraordinary items, interest, tax, depreciation and amortization (EBITDA) | 299.56     | 413.04     | 328.75        |
| Less: Depreciation  | 228.95     | 215.54     | 244.79        |
| Less: Finance Cost  | 3.14       | 0.28       | 4.34          |
| Profit/ (Loss) Before Taxation  | 67.47      | 197.22     | 79.62         |
| Less: Provision for Tax   | -          | -          | -             |
| Less: Prior Year's Income Tax   | 0.02       | -          | 0.02          |
| Less: Provision for Deferred Tax  | (20.07)    | 95.13      | (20.21)       |
| Net Profit after Tax  | 87.52      | 102.09     | 99.81         |

\*Raj Rajendra Industries Limited became its subsidiary w.e.f. 25<sup>th</sup> March, 2021 and accordingly figures are considered and comparative figures are not available.

### STATE OF AFFAIRS:

On standalone basis, revenue from operations for the financial year 2020-21 was Rs. 820.02 Lacs as compared to Rs. 9978.22 lacs in the previous year. Earning before interest, tax, depreciation and amortization (EBITDA) for the year was Rs. 299.56 lacs as compared to Rs. 413.04 lacs in the previous year. Profit after Tax (PAT) for the year was Rs. 87.52 lacs as compared to Rs. 102.09 lacs in the previous year.

On consolidation basis, revenue from operations for the financial year 2020-21 was Rs. 942.73 lacs. Earnings before interest, tax, depreciation and amortization (EBITDA) for the year was Rs. 328.75 lacs. Profit after Tax (PAT) for the year was Rs. 99.81 lacs.

### CONSOLIDATED FINANCIAL RESULTS:

As stipulated by Regulation 33 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), the Company has prepared Consolidated Financial Statement in accordance with the applicable accounting standards as prescribed under the Companies (Accounts) Rules, 2014 of the Companies Act, 2013 ("the Act"). The Consolidated Financial Statement reflects the results of the Company and that of its subsidiary. As required under Regulation 34 of SEBI Listing Regulations, 2015, the Audited Consolidated Financial Statement together with the Independent Auditors' Report thereon is annexed and forms part of this Report. The summarized Consolidated Financial Statement is provided above in Financial Highlights of this Report.

### MAJOR EVENTS OCCURRED DURING THE YEAR:

- a. During the financial year 2020-21, your Company has acquired 32,55,485 Equity Shares of Raj Rajendra Industries Limited representing 38.30% of its paid-up capital, in addition to 18.59% already held by the Company. Consequent to the completion of said acquisition your Company holds 56.89% in Raj Rajendra Industries Limited which is engaged in the manufacturing of Textile products. The Raj Rajendra Industries limited became a "Subsidiary Company" of the Company w.e.f. 25.03.2021.
- b. The Company has filed Scheme of merger under Sections 230 to 232 and other applicable provisions of the Companies Act,

2013 for merger by absorption of KRKumar Industries Limited by RRIL Limited with the Hon'ble National Company Law Tribunal, Mumbai Bench, for its approval. KRKumar Industries Limited is holder of balance equity in the Raj Rajendra Industries Limited apart from holding interest in the land for real estate development. The merger of KRKumar Industries Limited is the part of management's strategy to create value for the stakeholders and utilization of resources available with the company in effective manner.

**IMPACT OF THE COVID-19 PANDEMIC & UPDATES:**

The COVID-19 pandemic has intensified into a global crisis, driving the nation to enforce lock-down of all economic activity for the last few months. We remain committed to the health and safety of our employees and their families, as well as, business continuity to safeguard interests of our partners, customers and other stakeholders.

The rapid outbreak of corona virus (Covid-19), which has caused significant impact on the economies of affected countries including India. As of this date, the Covid-19 and consequent lockdown have impacted on the Company's performance for the financial year 2020-21. Extent of adverse impact of COVID-19 will depend on degree to which the spread of virus can be controlled and the level pickup in the economic activity in 2021-22.

**CHANGE IN THE NATURE OF BUSINESS:**

During the year your Company has continued to deal in textile products. There is no change in the nature of Business of the Company during the period under review.

**MATERIAL CHANGES AND COMMITMENTS, AFFECTING THE FINANCIAL POSITION OF THE COMPANY, SINCE END OF THE YEAR TILL THE DATE OF THE REPORT:**

There have been no material changes and commitments, which affect the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of this report.

**DISCLOSURES RELATING TO SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES:****1). Raj Rajendra Industries Limited, Subsidiary Company:**

Your Company as on 25<sup>th</sup> March, 2021 has acquired 56.89% Equity Shares of Raj Rajendra Industries Limited. A Company having established presence in textile business. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, a statement containing salient features of financial statements of subsidiaries, associates and joint venture companies in Form AOC-1 is attached to the Financial Statements.

The Company has framed a policy for determining material subsidiaries, which has been uploaded on Company's website at [www.rrilimited.com](http://www.rrilimited.com).

Further, your Company does not have any Joint venture or Associate Company.

**DIVIDEND & RESERVE:**

The Board of Directors of Your Company, after considering holistically the relevant circumstances and keeping in view the Company has decided not to declare dividend any for the year. The Board of Directors of your Company has decided not to transfer any amount to the Reserves for the Financial Year ended 31<sup>st</sup> March, 2021.

**FINANCE:**

Your Company has been regular in meeting its obligation towards payment of Principal / Interest to the Banks and other institutions.

**SHARE CAPITAL:**

During the year under review, your Company has increased its Authorised Share Capital from Rs.4261.70 lacs divided into 8,52,34,000 Equity Shares of Rs. 5 each to Rs.5800.00 lacs divided into 11,60,00,000 Equity Shares of Rs. 5 each by way of postal ballot duly approved by the shareholders of the company.

The paid - up share capital structure of the Company as on 31<sup>st</sup> March, 2021 is Rs. 3922.67 lacs comprising of 7,84,53,380 equity shares of Rs. 5/- each.

The Company has neither issued shares with differential rights as to the dividend, voting or otherwise, nor issued sweat equity shares. There is no scheme for employee stock option to the employees or Directors of the Company.

**DEPOSITS:**

Your Company has not accepted any deposits within the meaning of Section 73 of the Act and the Companies (Acceptances of Deposits) Rules, 2014 during the year.

### INTERNAL FINANCIAL CONTROLS:

The internal control systems of your company are adequate and appropriate. It is being reviewed periodically to ensure that the Company's interest and that of the stakeholders is protected. The process of introducing new inbuilt internal checks and controls is continuous depending upon the requirement of the same.

The Audit Committee of the Board reviews the adequacy and effectiveness of the internal controls and checks and suggests desired improvements from time to time.

### BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

The Company's Board comprises of a mix of executive and non-executive directors which is in conformity with Section 149 of the Act and Regulation 17 of the SEBI Listing Regulations, 2015 with considerable experience and expertise across a range of fields such as finance, accounts, general management and business strategy. The details of the directors and their meetings held during the year have been given in the Corporate Governance Report, which forms part of the Annual Report.

#### a. Changes in Directors and KMP During the year:

During the year there is no change in the Directors and KMP of the Company, however On April 01, 2021, Mr. Hiren D Chheda (DIN: 07637624) got appointed on the board of the Company as Additional Director (Non - Executive & Non Independent Director). The approval of the shareholders relating to Mr. Hiren D. Chheda appointment is being sought at the forthcoming Annual General Meeting.

As on March 31, 2021 more than half of the board was Non-Executive Independent Directors. The detailed information with regard to the Board's composition and other governance matters are provided in the Corporate Governance Report, which is part of this Annual Report.

#### b. Re-appointment of Directors:

In accordance with Section 152 (6) and other applicable provisions of Companies Act, 2013, Mr. Harsh Mehta (DIN: 08315401), being a Director, is liable to retire by rotation at the forthcoming Annual General Meeting (AGM) of the Company and, being eligible, has offered himself for re-appointment. The Board recommends his re-appointment at the forthcoming AGM for your approval.

Brief profile of the directors who are appointed / re-appointed has been given in the Notice convening the Annual General Meeting.

#### c. Independent Directors:

The Company has received necessary declaration from all the independent directors that they meet the criteria of Independence throughout the year as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015. In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Act and SEBI Listing Regulations, 2015. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics.

None of the Company's Director(s) is disqualified as on March 31, 2021, in terms of Section 164(2) of the Companies Act, 2013, from being appointed as a Director. A Certificate to this effect, duly signed by the Practicing Company Secretary is annexed to the Corporate Governance Report, which is part of this Annual Report marked as **Annexure VII**.

#### d. Independent Directors' Meeting:

As per Section 149, Schedule IV of the Companies Act, 2013, and Rules made thereunder, read with the SEBI Listing Regulations, 2015, the Independent Directors of the Company met amongst themselves without the presence of Non-Independent Directors and members of Management. The details of the meeting are provided in the Corporate Governance Report, which is part of this Annual Report.

#### e. Annual Evaluation by the Board of its own performance and that of its Committees and Individual Directors:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of SEBI Listing Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its various committees as per the criteria laid down by the Nomination and Remuneration Committee. A structured questionnaire was prepared after taking into consideration inputs received from the directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations, independence, governance, ethics and values, adherence to corporate governance norms, interpersonal relationships, attendance and contribution at meetings etc.

A separate exercise was carried out to evaluate the performance of individual directors including the Chairperson of the Board, who were evaluated on parameters such as participation and contribution by a director, commitment, including guidance provided to the senior management outside of Board / committee meetings, effective deployment of knowledge and expertise, effective management of relationship with various stakeholders, independence of behaviour and judgment etc. The performance

evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairperson and Managing Director was carried out by the Independent Directors. The Board reviewed the evaluation results as collated by the Nomination and Remuneration Committee.

**f. Number of Meetings of the board of directors:**

The Board unites at regular intervals to discuss and decide on Company's business policies and strategies, apart from other agenda items. The Board met Eight (8) times during the year under review, details of which are given in the Corporate Governance Report, which is part of this Annual Report. The maximum gap between any two meetings did not exceed one hundred and twenty (120) days.

**g. Committee of the Board:**

The Company's Board has the following Committees:

- I. Audit Committee
- II. Nomination and Remuneration Committee
- III. Stakeholders' Relationship committee

The details of composition of the said Committee(s), their terms of reference, meetings held and attendance of the Committee members thereat, during the financial year 2020-21 are provided in the Corporate Governance Report, which is part of this Annual Report.

**DISCLOSURE REGARDING COMPANY'S POLICIES UNDER THE COMPANIES ACT, 2013:**

➤ **NOMINATION AND REMUNERATION POLICY:**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non-executive Directors (by way of sitting fees and commission), Key Managerial Personnel, Senior Management and other employees. The policy also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment of Key Managerial Personnel / Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the person.

➤ **VIGIL MECHANISM/ WHISTLE BLOWER POLICY:**

The Company has a Whistle Blower Policy to report genuine concerns or grievances & to provide adequate safeguards against victimization of persons who may use such mechanism. The Whistle Blower Policy has been posted on the website of the Company at [www.rrillimited.com](http://www.rrillimited.com).

**FAMILIARIZATION / ORIENTATION PROGRAM FOR INDEPENDENT DIRECTORS:**

The Independent Directors attend a Familiarization / Orientation Program on being inducted into the Board. Further, various other programmes are conducted for the benefit of Independent Directors to provide periodical updates on regulatory front, industry developments and any other significant matters of importance.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant Section 134(3)(c) of the Act; the directors confirm that:

- a) In preparation of the annual accounts for the year, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year & of the Profit of the Company for that period.
- c) The directors had taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The directors had prepared the annual accounts on a going concern basis.
- e) The directors had laid down internal financial controls, which are adequate and were operating effectively; and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.



**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

All contracts / arrangements / transactions with related parties that were executed in FY 2020-21 were in the ordinary course of business and at an arms' length. All related party transactions are mentioned in the notes to the accounts. Requisite prior approval from the Audit Committee of the Board of Directors was obtained for Related Party Transactions. The disclosure of Related Party Transactions in **Form AOC-2** as per the provisions of Sections 134(3)(h) and 188 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is attached as **Annexure – VIII**.

**AUDITORS AND AUDITORS' REPORT:**
**a. STATUTORY AUDITORS:**

M/s Subramanian Bengali & Associates, Statutory Auditors of your Company having (ICAI Firm Registration No.127499W) who have been appointed at the 26<sup>th</sup> Annual General Meeting of the Company held on September 29, 2017 for a period of 5 years up to the conclusion of 31<sup>st</sup> Annual General Meeting to be held in the year 2022 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

The Auditors' Report on the financial statements of the Company for the financial year ending March 31, 2021 is unmodified i.e. it does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements forming part of the annual report.

**b. SECRETARIAL AUDITOR AND OBSERVATION:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board of Directors have appointed M/s. Shreyans Jain & Co., Company Secretaries, Mumbai as a Secretarial Auditor of the Company, for conducting Secretarial Audit of Company for the financial year 2020-21. The Report of the Secretarial Audit in **Form MR-3** is hereby attached with this Report & forming part of this report marked as "**Annexure I**".

The observation made by secretarial auditor are self-explanatory in nature and the delay occurred was due to lockdown imposed to contain the spread of Covid-19 by Govt. of India.

Pursuant to the SEBI circular vide no. CIR/CFD/CMD/1/27/2019 dated February 8, 2019, the Company has submitted the Annual Secretarial Compliance Report, issued by M/s. Shreyans Jain & Co., Company Secretaries with the stock exchanges where shares of the Company are listed.

**MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 SEBI Listing Regulations, 2015, is hereby attached with this Report & forming part of this report marked as "**Annexure II**".

**REPORTING OF FRAUDS:**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

**DISCLOSURE PERTAINING TO THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION AND REDRESSAL), ACT, 2013:**

The Company is committed to provide safe and conducive environment to its employees during the year under review. Your Directors further states that during the year under review, there were no cases filed pursuant to the sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**SAFETY, HEALTH AND ENVIRONMENT:**

Your Company is committed to ensure a sound Safety, Health and Environment (SHE) performance related to its activities, products and services. Your Company had been continuously taking various steps to develop and adopt Safer Process technologies for Business operations. Your Company is taking continuous efforts for the adoption of safe & environmental friendly production process. Monitoring and periodic review of the designed SHE Management System are done on a continuous basis.

**BUSINESS RESPONSIBILITY REPORT:**

The Business Responsibility Report as required by Regulation 34(2) of the SEBI Listing Regulations, 2015, is not applicable to the company.

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

Report under Section 134 (3) (m) of the Companies Act 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 pertaining to the Conservation of Energy and Technology Absorption is not applicable to the Company. There was no foreign exchange inflow or outgo during the year under review.

**DISCLOSURE AS PER RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

Disclosures required under Section 197(12) read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is marked as "**Annexure III**" forming part of this report. The aforesaid Annexure is also available for inspection

by Members at the Registered Office of the Company, 21 days before and up to the date of the ensuing Annual General Meeting during the business hours on working days. Further, the Company does not have any employee whose remuneration exceeds the limits prescribed in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**COMPLIANCE WITH SECRETARIAL STANDARDS:**

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

**ELECTRONIC ANNUAL REPORT:**

In view of the continuing Covid-19 pandemic, the MCA has vide its circular dated May 05, 2020 read with circulars dated April 08, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars"), permitted the Annual Report to be sent through electronic mode, accordingly electronic copies of the Annual Report for the financial year 2020-21 and Notice of the AGM are sent to all shareholders whose email addresses are registered with the Company. Members are requested to register their email ids with Company or Registrar and Share Transfer Agent (RTA) of the Company for receiving e-copies of Annual Report, Notice to the AGM and other shareholder's communication.

**ANNUAL RETURN:**

As required under Section 134(3)(a) of the Act, the Annual Return is put up on the Company's website and can be accessed At [www.rrillimited.com](http://www.rrillimited.com).

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY:**

The Details of loans, guarantees and investments covered under the provision of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements forming a part of this annual report.

**CORPORATE GOVERNANCE & CERTIFICATE:**

As per Regulation 34(3) read with Schedule V of the SEBI Listing Regulations, 2015, a separate section on corporate governance practices followed by the Company and marked as "Annexure IV", together with a certificate from the Practicing Company Secretary confirming compliance forms an integral part of this Report marked as "Annexure V".

Further, in compliance of Regulation 17(5) of the SEBI Listing Regulations, 2015, your Company has adopted a 'Code of Conduct and Ethics' for its Directors and Senior Executives.

**CFO CERTIFICATE:**

The Chief Financial Officer gives quarterly certification on financial results before the Board in terms of Regulation 33(2) of the SEBI Listing Regulations, 2015. The Chief Financial Officer of the Company also gives Annual Certification on financial statements and other matters as required under Regulation 17(8) of the SEBI Listing Regulations, 2015 is hereby attached with this Report & forming part of this report marked as "Annexure VI".

**CORPORATE SOCIAL RESPONSIBILITY POLICY:**

During the year under review, the Company has not developed the policy on Corporate Social Responsibility as the Company does not fall under the prescribed classes of Companies mentioned under section 135(1) of the Companies Act, 2013.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATOR OR COURTS:**

There are no significant material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

**ENHANCING SHAREHOLDERS' VALUE:**

Your Company believes that its Members are its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socioeconomic and environmental dimensions and contribute to sustainable growth and development.

**CAUTIONARY STATEMENT:**

Statements in this Directors' Report and Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include changes in Government regulations, Tax regimes, economic developments within India and the countries in which the Company conducts business and other ancillary factor.

**ACKNOWLEDGEMENT:**

Your Directors place on record their sincere gratitude for the assistance, guidance and co- operation the Company has received from all stakeholders. The Board further places on record its appreciation for the dedicated services rendered by the employees of the Company.

For and on behalf of the Board of  
RRIL Limited

Place: Mumbai  
Dated: 29.05.2021

Ratanchand D. Jain  
Chairman and Managing Director

**ANNEXURE I TO DIRECTORS' REPORT**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021

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

To,  
The Members,  
**RRIL Limited**  
**(Formerly known as S R K Industries Limited)**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RRIL LIMITED** CIN: L17121MH1991PLC257750 (here in after called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's documents, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended as on 31<sup>st</sup> March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) 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 (Not Applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable to the Company during the Audit Period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period); and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit Period);
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) All other relevant laws as are applicable to the Company, a list of which has been provided by the Company. The examination and reporting of these laws and rules are limited to whether there are adequate systems and processes in place to monitor and ensure compliance with those laws.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;

- (ii) The Listing Agreements entered into by the Company with BSE Limited in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above *except for delay of two days in submission, of Compliance Report on Corporate Governance in terms of Regulation 27(2) and of Shareholding Pattern in terms of Regulation 31(1)(b) of SEBI Listing Regulations to Stock Exchange in respect of quarter ended 31<sup>st</sup> March, 2020.*

**We further report that**

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

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

All the decisions were carried through, while there were no dissenting views of members as verified from the minutes.

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

**We further report that** during the audit period following major events and actions have taken place having major bearing on the Company's affairs in pursuance of the above referred law and have complied with the provisions;

- The Company has obtained Shareholders approval and petition in respect of Merger by Absorption amongst KRKumar Industries Limited with the Company is filed before the Hon'ble National Company Law Tribunal, Mumbai Bench under Section 230 to 232 of the Act.
- The Company has completed acquisition of 56.89 % of Equity Shares of Raj Rajendra Industries Limited and accordingly w.e.f 25<sup>th</sup> March, 2021, the Raj Rajendra Industries Limited is a subsidiary Company of the Company.
- The Members of the Company through Postal Ballot held on 19<sup>th</sup> February 2021 approved the following.
  - a). Increase in the Authorised Share Capital of the Company from Rs.42,61,70,000 to Rs.58,00,00,000 and consequently Alteration of Memorandum of Association of the Company.
  - b). Adoption of New Set of Article of Association in the place of existing Article of Association of the Company.
  - c). Approval of Material Related Party Transactions to acquire equity shares of Raj Rajendra Industries Limited.

For **Shreyans Jain & Co.**  
Company Secretaries

Shreyans Jain  
(Proprietor)  
FCS No. 8519  
C.P. No. 9801  
UDIN: **F008519C000397248**

Place: Mumbai  
Date: 25.05.2021

**Note:** This report to be read with our letter of even date which is annexed as **Annexure -1** and forms part of this Report.

**Annexure - 1:** Annexure to the Secretarial Audit Report for the year ended 31<sup>st</sup> March, 2021

To  
The Members,  
**RRIL Limited**  
**(Formerly known as S R K Industries Limited)**

Our Secretarial Audit Report of even date is to be read along with this letter.

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have conducted online verification and examination of records, as facilitated by the Company, due to Covid-19 and subsequent lockdown situation imposed for the purpose of issuing this report.

For **Shreyans Jain & Co.**  
Company Secretaries

Shreyans Jain  
(Proprietor)  
FCS No. 8519  
C.P. No. 9801  
UDIN: **F008519C000397248**

Place: Mumbai  
Date: 25.05.2021



**ANNEXURE II TO DIRECTORS' REPORT  
MANAGEMENT'S DISCUSSION AND ANALYSIS**

**OVERALL REVIEW:**

RRIL Limited is concentrated on its two-business horizon namely Textile Business and Real Estate Redevelopment activities in the state of Maharashtra and Gujarat. The visionary management policies and enthusiastic professional's executives engaged in the company are dedicated to delivering the demands on time with the entire satisfaction of customer. During the financial year, Holding-Subsidiary relationship has been established between RRIL and Raj Rajendra Industries Limited. The subsidiary company is fully engaged in the textile business since its inception and have a remarkable reputation in the Indian textile market.

**FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

The year 2020-21 was a challenging year and the management has focused on safeguarding the most important assets i.e. Human Resource along with all other financials assets, Optimal resource. The summary of financial results derived during the year are tabled as under:

| Parameters           | Rupees in Lacs |                |
|----------------------|----------------|----------------|
|                      | Standalone     | Consolidated   |
| <b>TOTAL REVENUE</b> | <b>1059.25</b> | <b>1199.36</b> |
| <b>EBIDTA</b>        | <b>299.56</b>  | <b>328.74</b>  |
| <b>PAT</b>           | <b>87.52</b>   | <b>99.81</b>   |
| <b>DEBTS</b>         | <b>32.56</b>   | <b>225.77</b>  |
| <b>EQUITY</b>        | <b>3922.67</b> | <b>3922.67</b> |

The overall financial performance is satisfactory considering the greater impact of the Covid-19 pandemic on business performance.

**BUSINESS SEGMENT:**
**i. TEXTILE BUSINESS**
**Industry Structure and Development:**

Textile is one of India's oldest industries and has a intense presence in the national economy. Our economy is largely dependent on the textile manufacturing and trade in addition to other major industries. Textile industry plays the most important role in earning of foreign exchange and provides gainful employment to millions of people. The emerging tendency to spend more on life style products and the spread of organized retailing and e-retailing to smaller towns and even rural areas, has increased the demand for textile products in the domestic market. The industry is expected to grow substantially in the upcoming years and also in the long run.

**a. Opportunities and Threats:**

The future for the Indian textile industry looks promising, by both strong domestic consumption as well as export demand. The Covid-19 pandemic outbreak has brought considerable human suffering and major economic disruption globally with the growth prospects of the global economy becoming highly uncertain. The adverse impact on global business confidence has been witnessed in the F.Y. 2020-2021 with financial markets demonstrating high volatility and capital flight, especially in emerging market economies where investors have been major sellers in stock markets.

**b. Outlook**

Textile business performance during the year 2020-2021 was impacted due to Covid-19 Pandemic and even during these difficult circumstances, the Company is taking all efforts to improve sales to get more orders at competitive rates

**c. Challenges**

Textile industry is always subject to facing crisis in a cyclical way and increased competition due to surplus capacity in the country has resulted in pressure on margins due to price under cutting in the market. Timely action is needed to overcome this situation by taking corrective and proactive steps, then and there. Rupee values in the global market has affected in the past few months thus making it extremely difficult to be competitive at a time when some of our major competing countries are depreciating against dollar and exporters are being badly affected. Indian textile industry needs to overcome some of the threats looming large in this front.

**ii. REAL ESTATE BUSINESS**
**a. Industry Structure and Development**

Real estate is one of the major contributors to India's GDP. The market saw several progressive policy reforms in the last couple of years. The three major reforms - the introduction of GST, the launch of RERA and the grant of infrastructure status

to affordable housing properties - have had a massive and positive impact on the industry. With the introduction of various reforms, the real-estate industry saw the exit of less serious players, leaving the market to the professional builders and developers. Considering the various beneficial real estate trends listed above, experts are optimistic about the future of the real estate industry in the country and look forward to brighter days. The overall economy and specially the real estate sector had been in the downward curve in the whole of the F.Y. 2020-2021 because of liquidity crisis and overall economic slowdown due to ongoing Covid-19 pandemic and its impact on economy.

**b. Opportunities and Threats:**

Real markets with good infrastructure and easy connectivity as well as mixed-use development propositions expects to do well. In the wake of the Covid-19, depreciating rupee coupled with lower returns from stocks and mutual funds and economic uncertainty will make buyers/investors prefer ready to move in apartments over under-construction projects. Due to economic collapse on account of Covid-19 and loss of job opportunities, Real Estate investments will be the last priority on the consumer's list. However, some experts are of the opinion that the Real Estate sector may see an upswing in demand in the next 18 to 24 months.

**c. Outlook**

As the India's property market has struggled in recent years amid high interest rates and slowing economy but by introducing various measures, the government has given boost to the sector by inspiring confidence to the builders as well as the buyers. We are expecting F.Y. 2021-2022 will be the better year for the Indian economy as a whole in view of various measures being taken by the government. Timely attention to the real asset sector has unlocked various benefits which RRIL enjoys with the land purchased during the financial year.

**d. Challenges**

With uncertainty about the economy projects would now be delayed due to Covid-19. The major challenges to our business are constraints of funds, human resources, change in government policy's and legal compliances

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY: -**

The Company has in place well established framework of internal control system which commensurate with the size and complexity of its business. The Company has an independent internal audit function covering major areas of operations and is carried out by external firms of Chartered Accountants engaged for this purpose

**STATEMENT OF CAUTION:**

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations and based on the fact that the Resolution Plan for the Company has been implemented. These statements have been based on current expectations and projections about future events. Wherever possible, all precautions have been taken to identify such statements by using words such as 'anticipate', 'estimate', 'expect', 'project', 'intend', 'plan', 'believe' and words of similar substance in connection with any discussion of future performance. Such statements, however, involve known and unknown risks, significant changes in political and economic environment in India or key markets abroad, tax laws, litigation, labour relations, exchange rate fluctuations, interest and other costs and may cause actual results to differ materially. There is no certainty that these forward-looking statements will be realised, although due care has been taken in making these assumptions. There is no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

**ANNEXURE III TO DIRECTORS' REPORT**

A. Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.

| Sl. No | Name of the Directors / KMP | Designation              | Remuneration of Directors/ KMP for the year 2020-21 | % Increase in Remuneration in the year 2020-21 | Ratio of Remuneration of each Director to median remuneration of employee |
|--------|-----------------------------|--------------------------|---|--|---|
| 1      | Mr. Ratanchand D Jain       | Managing Director        | 32,50,000   | 8.33   | N.A.  |
| 2      | Mr. Harsh M Mehta           | Executive Director & CFO | 1,80,000  | 0  | N.A.  |
| 3      | Mr. Sanjay R Vishwakarma    | Company Secretary        | 4,74,200  | 0  | N.A.  |

2. The median remuneration of employees of the Company during the year was N.A.;

3. The Increase in the median remuneration of employees in the financial year was N.A.;

4. There was Three permanent employees on the rolls of the Company as at March 31, 2021;

5. Average percentile increase of the employees of the Company other than the managerial is Nil and Increase in remuneration of managerial is 8.33%;

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.

For and on behalf of the Board of  
RRIL Limited

Place: Mumbai  
Dated: 29.05.2021

Ratanchand D. Jain  
Chairman and Managing Director

**“ANNEXURE IV TO DIRECTORS’ REPORT”**

**CORPORATE GOVERNANCE REPORT**

The Directors present the Company’s Report on Corporate Governance for the year ended March 31, 2021, in terms of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”).

**COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE:**

Corporate Governance refers to the system by which corporations are directed and controlled. The governance structure specifies the distribution of rights and responsibilities among different participants in the corporation such as the board of directors, managers, shareholders, creditors, auditors, regulators, and other stakeholders and specifies the rules and procedures for making decisions in corporate affairs. Corporate Governance provides the structure through which corporations set and pursue their objectives, while reflecting the context of the social, regulatory and market environment. Corporate Governance is a mechanism for monitoring the actions, policies and decisions of corporations. Governance involves the alignment of interests among the stakeholders.

**BOARD OF DIRECTORS:**

The Company has a very balanced and diverse Board of Directors, which primarily takes care of the business needs and stakeholders’ interest. The Non-Executive Directors including Independent Directors on the Board are experienced, competent and having requisite qualifications and experience in general corporate management, operations, strategy, governance, etc. They actively participate at the Board and Committee meetings by providing valuable guidance to the Management on various aspects of business, policy direction, governance, compliance etc.

**COMPOSITION AND CATEGORY OF DIRECTORS:-**

The Composition of the Board is in accordance with the requirements set forth by Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013. The Board of your Company has a good mix of Executive and Non-Executive Directors. Over two thirds of the Board consists of Non-Executive Directors and of these, the majority of Independent Directors.

As on March 31, 2021, the Board consists of Five (5) Directors, of whom, Three (3) are Non- Executive Independent Directors, including one (1) Woman Independent Director, two (2) are Executive Director. All Directors of the Company are resident Directors.

On April 01, 2021 the Company has appointed Mr. Hiren D Chheda (DIN: 07637624) as a Non-Executive & Non-Independent Director.

**DIRECTORS’ DIRECTORSHIPS / COMMITTEE MEMBERSHIPS:**

In accordance with Regulation 26 of the SEBI Listing Regulations, 2015, none of the Directors are members in more than 10 committees excluding private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 or act as Chairperson of more than 5 committees across all listed entities in which he/she is a Director. The Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee are only considered in computation of limits. Further all Directors have informed about their Directorships, Committee Memberships / Chairmanships including any changes in their positions. Relevant details of the Board of Directors as on March 31, 2021 are given below:

| Sr. No | Name of the Directors  | Category                                      | Board Meetings attended during FY 2020-21 | Attendance at the 29th AGM | *No. of Directorship in Boards of other Co. | Membership / Chairperson in No. of Board/Committees including other Companies (as last declared to Company)@ |        |
|--------|------------------------|---|---|----------------------------|---|--|--------|
|        |                        |   |   |                            |   | Chairman   | Member |
| 1.     | Mr. Ratanchand D. Jain | Executive / Managing Director                 | 7   | Yes                        | Nil   | -  | -      |
| 2.     | Mr. Harsh Mehta        | Whole Time Director & Chief Financial Officer | 7   | Yes                        | Nil   | -  | 2      |
| 3.     | Mr. Pinakin P Mehta    | Non-Executive – Independent Director          | 8   | Yes                        | Nil   | 3  | -      |
| 4.     | Mr. Jinang V Shah      | Non-Executive – Independent Director          | 8   | Yes                        | Nil   | -  | 3      |
| 5.     | Ms. Shilpa D Mehta     | Non-Executive – Independent Director          | 8   | No                         | Nil   | -  | 1      |

@Chairmanship/membership of the Audit Committee, Stakeholders’ Relationship Committee & Nomination remuneration committee alone considered.

\* Alternate directorship, directorship in private limited companies, foreign companies and membership in governing councils, chambers and other bodies not included and the details are upto 31.03.2021.

Note: None of the Directors or Key Managerial Personnel are related to other Directors or Manager or Key Managerial Personnel of the company.

**BOARD MEETINGS & ATTENDANCE:**

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. In case of business exigencies, the Board’s approval is taken through circular resolutions. The circular resolutions are noted at the subsequent Board Meeting. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board.

Minimum four prescheduled Board meetings are held every year (one meeting in every calendar quarter). Additional meetings are held to address specific needs, if any, of the Company. During the Financial Year 2020-21, the Board of Directors met Eight times and the maximum gap between any two consecutive meetings was less than one hundred and twenty days, as stipulated under Section 173(1) of the Act, and Regulation 17(2) of the SEBI Listing Regulations, 2015 and the Secretarial Standard by the Institute of Company Secretaries of India. Further there were two circular resolutions during the Financial Year 2020-21.

The requisite quorum was present at all the meetings. During the year under review 8 Board meetings were held, the dates being, 08.05.2020, 30.06.2020, 14.07.2020, 17.07.2020, 24.08.2020, 10.10.2020, 09.01.2021 and 31.03.2021.

| Sr. No | Date of Board Meeting | Board Strength | No. of Directors present |
|--------|-----------------------|----------------|--------------------------|
| 1.     | May 08, 2020          | 5              | 3                        |
| 2.     | June 30, 2020         | 5              | 5                        |
| 3.     | July 14, 2020         | 5              | 5                        |
| 4.     | July 17, 2020         | 5              | 5                        |
| 5.     | August 24, 2020       | 5              | 5                        |
| 6.     | October 10, 2020      | 5              | 5                        |
| 7.     | January 09, 2021      | 5              | 5                        |
| 8.     | March 31, 2021        | 5              | 5                        |

#### INFORMATION PLACED BEFORE THE BOARD:

The Company provided the information as set out in Regulation 17 read with Part A of Schedule II of the SEBI Listing Regulations, 2015 to the Board and the Board Committees to the extent it is applicable and relevant.

#### ROLES, RESPONSIBILITIES AND DUTIES OF THE BOARD:

The Duties of Board of Directors have been enumerated in SEBI Listing Regulations, 2015, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors.

#### NUMBER OF SHARES HELD BY NON-EXECUTIVE DIRECTORS IN THE COMPANY:

During the year under review, none of the Non-Executive Directors are holding Shares of the Company.

In the opinion of the Board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

#### FAMILIARISATION PROGRAMME FOR DIRECTORS:-

At the time of appointing a Director, a formal letter of appointment had given to him, which inter alia explains the role, function, duties and responsibilities expected from him as a Director of the Company. The details on Familiarization programme (for independent directors) are disclosed on the Company's website <http://www.rrillimited.com/corporate-governance/>.

#### MATRIX SETTING OUT THE SKILLS / EXPERTISE / COMPETENCE OF THE BOARD:

The Board of Directors have identified the following Core Skills/ Expertise/Competencies as required in the context of its business(es) and sector(s) for it to function effectively:

The eligibility of the Board members is dependent upon the following set of skills, expertise and competency they possess, as identified by the Board, so as to ensure proactive and effective contributions to the Board and its Committees.

- Industry experience, Research & Development and Innovation
- Strategic Leadership & Planning / Operational experience
- Corporate Governance, Risk and Compliance
- Financial Expertise / Regulatory / Legal & Risk Management
- Information Technology

In order to effectively discharge the duties, it is necessary that the Board collectively holds the appropriate balance of skills, expertise, experience and competency, which the Board seeks in its members. The table below summarizes the core skills, expertise and competencies possessed by Directors of the Company:

| Name of Director                       | Expertise in functional area  |
|--|---|
| Mr. Ratanchand Jain<br>(DIN: 01604521) | Industry experience, Research & Development and Innovation Strategic Leadership & Planning / Operational experience Corporate Governance / Global Experience and exposure / Risk and Compliance       |
| Mr. Harsh Mehta<br>(DIN: 08315401)     | Industry experience, Research & Development and Innovation Strategic Leadership & Planning / Operational experience Financial Expertise / Regulatory / Legal & Risk Management Information Technology |
| Mr. Pinakin Mehta<br>(DIN: 08571320)   | Industry experience, Research & Development and Innovation Corporate Governance, Risk and Compliance  |



|                                     |  |
|-------------------------------------|--|
| Mr. Jinang Shah<br>(DIN: 08571231)  | Industry experience, Research & Development and Innovation Strategic Leadership & Planning / Operational experience Information Technology |
| Ms. Shilpa Mehta<br>(DIN: 07376878) | Strategic Leadership & Planning / Operational experience Corporate Governance, Risk and Compliance   |
| Mr. Hiren Chheda<br>(DIN: 07637624) | Industry experience, Research & Development and Innovation Strategic Leadership & Planning / Operational experience Information Technology |

#### COMMITTEES OF THE BOARD:

The Board has constituted the following Committees viz, Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. Each of the said Committee has been mandated to operate within a given framework.

##### • Audit Committee:

The Committee comprises of 3 non-executive directors having accounts and finance background. All the members of the Committee are independent directors. The composition of the Committee as on the date of this report and attendance of members for meetings held during the financial year 2020-21. During the Financial year 2020-21 committee met 6 (Six) time in the year to review on 08.05.2020, 14.07.2020, 17.07.2020, 10.10.2020, 09.01.2021 and 31.03.2021.

| Name of the Member  | Designation | Category                             | No. of Meetings Held | No. of Meetings Attended |
|---------------------|-------------|--------------------------------------|----------------------|--------------------------|
| Mr. Pinakin P Mehta | Chairman    | Non-Executive / Independent Director | 6                    | 6                        |
| Mr. Jinang V Shah   | Member      | Non-Executive / Independent Director | 6                    | 6                        |
| Mr. Harsh Mehta     | Member      | Executive Director                   | 6                    | 5                        |

None of the recommendations made by the Audit Committee were rejected by the Board.

Mr. Sanjay Vishwakarma act as a Company Secretary of the Committee.

##### Terms of Reference:

The broad terms and reference of Audit Committee are to review the financial statements before submission to Board, to review reports of the Auditors and Internal Audit department and to review the weaknesses in internal controls, if any, reported by Internal and Statutory Auditors etc. In addition, the powers and role of the Audit Committee are as laid down under Regulation 18 of SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Audit Committee invites such of the executives, as it considers appropriate (and particularly the person responsible for the finance and accounts function) to be present at its meetings.

The terms of reference are as follows:

1. To oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. To recommend the appointment, remuneration and terms of appointment of auditors of the company;
3. To approve the payment to statutory auditors for any other services rendered by them;
4. To review with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - (a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements;
  - (f) Disclosure of any related party transactions; and
  - (g) Modified opinion(s) in the draft audit report.
5. To review with the management, the quarterly financial statements before submission to the Board for approval;
6. To review with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus /notice and the report submitted by the agency monitoring utilization of proceeds of a public or rights issue, and

- making appropriate recommendations to the Board to take up steps in this matter;
7. To review and monitor the auditor's independence and performance, and effectiveness of audit process;
  8. To approve the transactions and any subsequent modification to transactions of the Company with related parties;
  9. To scrutinize inter-corporate loans and investments;
  10. To valuate undertakings or assets of the Company, wherever it is necessary;
  11. To evaluate internal financial controls and risk management systems;
  12. To review with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  13. To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  14. To discuss with internal auditors for any significant findings and follow up there on;
  15. To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
  16. To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
  18. To review the functioning of the Whistle Blower mechanism;

• **Nomination and Remuneration Committee:**

The Company has a well constituted Nomination and Remuneration/Compensation Committee comprising of independent and non-executive Directors as members of the Committee. During the year under review, committee met twice in the year to review on 14.07.2020 and 31.03.2021 the details of the Members participation at the Meetings of the Committee are as under:

| Name of the Member  | Designation | Category                             | No. of Meetings Held | No. of Meetings Attended |
|---------------------|-------------|--------------------------------------|----------------------|--------------------------|
| Mr. Pinakin P Mehta | Chairman    | Non-Executive / Independent Director | 2                    | 2                        |
| Mr. Jinang V Shah   | Member      | Non-Executive / Independent Director | 2                    | 2                        |
| Ms. Shilpa D Mehta  | Member      | Non-Executive / Independent Director | 2                    | 2                        |

**Terms of Reference:**

The Nomination and Remuneration Committee are stipulated under Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations, 2015, The Company's Nomination and Remuneration Policy as required under Section 178(3) of the Companies Act, 2013 is disclosed on the Company's website <http://www.rillimited.com/corporate-governance/>.

1. The objective and purpose of Nomination & Remuneration policy, including its terms of reference are as follows:
2. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
3. Oversee the identification of persons who are qualified to become a Director and who may be appointed in accordance with the criteria laid down in the Nomination and Remuneration policy of the Company.
4. Recommend to the Board, appointment and removal of Director.
5. To device a Policy on Board Diversity.
6. To formulate the criteria for evaluation of performance of all the Directors on the Board
7. To consider any other matters relating to the remuneration of or terms of employment applicable to the remuneration of the Directors, Key Managerial Personnel and other employees.
8. To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals, etc.
9. Delegate such activities to the Managing Director as the Committee deems necessary and to review the actions taken by the person on such activities.

### Performance Evaluation

As required under section 178(2) of the Companies Act, 2013 and under Schedule IV to the Companies Act, 2013 and also the Regulations of SEBI Listing Regulations, 2015, the Board has carried out the annual evaluation of its own performance, its Committees and Independent Directors individually excluding the Director being evaluated. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

The performance evaluation of the Chairman and Managing Director and the Non-Independent Directors was carried out by the Independent Directors at their separate meeting. The Directors expressed their satisfaction with the evaluation process.

#### • Stakeholders Relationship Committee and Meetings:

Pursuant to provisions of Section 178(5) of the Companies Act, 2013 read with Regulation 20 of SEBI Listing Regulations, 2015 Stakeholders Relationship Committee of the Board has been constituted. During the year the committee met once the table below highlights the composition and attendance of the Members of the Committee.

The requisite quorum was present at all the Meetings.

| Name of the Member  | Designation | Category                             | No. of Meetings Held | No. of Meetings Attended |
|---------------------|-------------|--------------------------------------|----------------------|--------------------------|
| Mr. Pinakin P Mehta | Chairman    | Non-Executive / Independent Director | 1                    | 1                        |
| Mr. Jinang V Shah   | Member      | Non-Executive / Independent Director | 1                    | 1                        |
| Mr. Harsh M Mehta   | Member      | Executive Director                   | 1                    | 1                        |

Mr. Sanjay Vishwakarma act as a Company Secretary of the Committee.

#### Terms of Reference

The Committee looks into the matters of Shareholders/ Investors grievances along with other matters listed below:

- To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends/interest/refund order/redemption of debt securities, issue of new/duplicate certificates, general meetings etc
- To review the measures taken for effective exercise of voting rights by shareholders.
- To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- To review the performance of the Registrar & Share Transfer Agent and recommend the measures for overall improvement in the quality of investor services.
- To approve and monitor transfer, transmission, split, consolidation and dematerialization, rematerialization of shares and/or securities and issue of duplicate share and/or security certificates of the Company over and above the delegated power;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- To consider and review such other matters, as the Committee may deem fit, from time to time.

The Minutes of the Stakeholders Relationship Committee Meetings are circulated to the Board and noted by the Board of Directors.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

During the year under review, the total number of complaints received and resolved during the year ended March 31, 2021 was Nil. There were no complaints outstanding as on March 31, 2021. Shareholders'/Investors' complaints and other correspondence are normally attended to within seven working days except where constrained by disputes or legal impediments. No investor grievances remained unattended /pending for more than thirty days as on March 31, 2021.

|   |   |
|---|---|
| Complaints pending as on April 1, 2020  | 0 |
| Complaints received during the year     | 0 |
| Complaints resolved during the year     | 0 |
| Complaints pending as on March 31, 2021 | 0 |

#### • Independent Directors' Meeting

During the Financial year 2020-21 the Independent Directors met once on March 31, 2021 to review the following:

- I. Reviewed the performance of Non-Independent Directors and the Board as a whole (including its Committees);
- II. Reviewed the performance of Chairman of the Company, Managing Director and Non-Executive Directors;
- III. Assessed the quality, quantity and timeliness of flow of information between the Company, Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

**Disclosures under Section II of PART II of Schedule V of Companies Act, 2013:**

- i. all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors paid during the year;

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

| SN. | Particulars of Remuneration   | Name of Managing Director                             | Name of Executive Director & CFO | Total Amount (In Rs.) |
|-----|---|---|----------------------------------|-----------------------|
|     |   | Ratanchand D Jain                                     | Harsh M Mehta                    |                       |
| 1.  | <b>Gross salary (Per Annum)</b>   |   |                                  |                       |
| (a) | Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 32,50,000   | 1,80,000                         | 34,30,000             |
| (b) | Value of perquisites u/s 17(2) Income-tax Act, 1961                             | 0   | 0                                | 0                     |
| (c) | Profits in lieu of salary under section 17(3) Income- tax Act, 1961             | 0   | 0                                | 0                     |
| 2.  | <b>Stock Option</b>   | 0   | 0                                | 0                     |
| 3.  | <b>Sweat Equity</b>   | 0   | 0                                | 0                     |
| 4.  | <b>Commission-as % of profit-others, specify</b>                                | 0   | 0                                | 0                     |
| 5.  | <b>Others, please specify</b>   | 0   | 0                                | 0                     |
|     | <b>Total (A)</b>  | 32,50,000   | 1,80,000                         | 34,30,000             |
|     | Ceiling as per the Act (with approval of shareholders)                          | As per Schedule V Part II of the Companies Act, 2013. |                                  |                       |

B. Remuneration to other directors

| SI No. | Particulars of Remuneration                             | Name of Independent Directors |                   |                    | Total |
|--------|---|-------------------------------|-------------------|--------------------|-------|
|        |   | Mr. Pinakin M Mehta           | Mr. Jinang V Shah | Ms. Shilpa D Mehta |       |
| 1      | Independent Directors                                   |                               |                   |                    |       |
|        | Fee for attending board committee meetings              | NIL                           | NIL               | NIL                | NIL   |
|        | Commission  | NIL                           | NIL               | NIL                | NIL   |
|        | Others, please specify                                  | NIL                           | NIL               | NIL                | NIL   |
|        | Total (1)   | NIL                           | NIL               | NIL                | NIL   |
| 2      | Other Non-Executive Directors                           |                               |                   |                    |       |
|        | Fee for attending board committee meetings              | NIL                           | NIL               | NIL                | NIL   |
|        | Commission  | NIL                           | NIL               | NIL                | NIL   |
|        | Others, please specify (10000 per Committee Meeting)    | NIL                           | NIL               | NIL                | NIL   |
|        | Total (2)   | NIL                           | NIL               | NIL                | NIL   |
|        | Total (B)=(1+2)   | NIL                           | NIL               | NIL                | NIL   |
|        | Total Managerial Remuneration                           | NIL                           | NIL               | NIL                | NIL   |
|        | Overall Ceiling as per the Act (₹ 1,00,000 Per Meeting) | NIL                           | NIL               | NIL                | NIL   |

- ii. details of fixed component. and performance linked incentives along with the performance criteria;
  - Not applicable.
- iii. service contracts, notice period, severance fees;
  - As per the company's policy and decided by the Board.
- iv. stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.
  - Not applicable.

#### DISCLOSURES

- i. All related party transactions were on an arm's length basis and have been entered into in the ordinary course of business after approval of the Audit Committee. There were no material individual transactions with related parties which may have potential conflict with the interest of the company at large. The details of the transactions with the related parties are disclosed in the Financial Statements.
- ii. No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- iii. The Company has established a vigil mechanism/Whistle Blower Policy and takes cognizance of complaints and suggestions by employees and others.
- iv. Web-links for Policies
  - a. Related Party Transaction Policy  
<http://www.rريلimited.com/wp-content/uploads/2021/04/RPT-Policy.pdf>
  - b. Policy for determining Material Subsidiaries:  
<http://www.rريلimited.com/wp-content/uploads/2021/04/Policy-for-determining-material-subsidiaries.pdf>
  - c. Whistle Blower Policy  
<http://www.rريلimited.com/wp-content/uploads/2020/02/whistleblower-policy.pdf>
- v. All mandatory Accounting Standards have been followed in preparation of the financial statements.

There were no material, financial and commercial transactions by senior Management, as defined in Regulation 26 of the Listing Regulations, where they have any personal interest that may have a potential conflict with the interests of the Company at large, requiring disclosures by them to the Board of Directors of the Company.

#### General body meeting:

The location, date and time of the Annual General Meetings of last three years, National Company Law Tribunal (NCLT) Convened Meeting and Postal Ballot Meeting of the Company were held:

| Meeting                                 | Date / day              | Time       | Venue  | Special Resolutions passed  |
|---|-------------------------|------------|--|---|
| 29 <sup>th</sup> Annual General Meeting | Wednesday<br>30.09.2020 | 11.00 a.m. | Through VC/OAVM<br><br>Deemed venue: A-325,<br>Hari Om Plaza, M.G. Road,<br>Borivali East, Mumbai - 400066 | No special resolution was passed  |
| 28 <sup>th</sup> Annual General Meeting | Saturday<br>28.09.2019  | 9.00a.m.   | Aura Hotel (Party Hall), Yogi Nagar,<br>Borivali (W), Mumbai – 40091                                       | 1. Re-appointment of Mr. H.P. Choursia -<br>Independent Director<br>2. Re-appointment of Mr. S.L.Ojha -<br>Independent Director |
| 27 <sup>th</sup> Annual General Meeting | Friday<br>28.09.2018    | 9.00a.m.   | Aura Hotel (Party Hall), Yogi Nagar,<br>Borivali (W), Mumbai – 40091                                       | No special resolution was passed  |



**NCLT Convened Meeting:**

| Meeting       | Date / day           | Time       | Venue  | Resolutions passed   |
|---------------|----------------------|------------|--|--|
| NCLT Convened | Friday<br>22.01.2021 | 12.00 p.m. | Through VC/OAVM<br><br>Deemed venue: A-325,<br>Hari Om Plaza, M.G. Road,<br>Borivali East, Mumbai - 400066 | Scheme of Merger by Absorption of KRKumar Industries Limited ( <b>“the Transferor Company”</b> ) by RRIL Limited ( <b>“the Transferee Company”/ “the Company”</b> ) and their respective shareholders under Sections 230-232 and other applicable provisions of the Companies Act, 2013. |

**Postal Ballot**

The Company has passed special resolution through Postal Ballot during the year 2020-21 pursuant to the provisions of Section 108, 110 read with rule 20, 22 and other applicable provisions, if any, of the Companies Act, 2013.

|  |  |
|--|--|
| Date of Postal Ballot Notice: January 09, 2021   | Voting period: January 21, 2021 to February 19, 2021 |
| Date of declaration of result: February 20, 2021 | Date of shareholders' approval: February 19, 2021    |

The Board had appointed CS Shreyans Jain, a Practicing Company Secretary, Mumbai as a Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.

The following Special resolution was passed at Postal Ballot Meeting:

- Approve and adopt a New Set of Article of Association in the place of existing Article of Association of the Company:

The above special resolution was passed by requisite majority.

**Means of communication:**

The quarterly, half yearly and annual results are communicated to the Bombay Stock Exchange where the Company's shares are listed as soon as the same are approved and taken on record by the Board of Directors of the Company.

Further the results are published in Mumbai Lakshadeep and Financial Express. The quarterly & half-yearly results are not sent individually to the shareholders but are uploaded on the Company's website [www.rrillimited.com](http://www.rrillimited.com)

**General Shareholders Information's:**

|  |  |
|--|--|
| Annual General Meeting date and Time                                   | Friday, July 30, 2021 at 12.30 p.m.  |
| Venue  | AGM will be conducted through Video Conferencing (VC) /Other Audio Visual Means (OAVM), pursuant to circulars issued by the Ministry of Corporate Affairs (“MCA”), dated May 05, 2020 and extended vide circular no 02/2021 dtd. January 13, 2021 and deemed venue for AGM will be the Registered Office of the Company. |
| Financial Year   | April 01, 2020 to March 31, 2021   |
| The name and address of Stock exchange at which securities are listed. | BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001.   |
| Stock Code   | BSE Code is 531307   |
| ISIN Numbers in NSDL and CDSL  | INE951M01037   |

**Tentative calendar for the financial year 2021-22**

The tentative dates for Board meetings for consideration of quarterly/ half yearly/ year ended financial results are as follows:

| For the financial year 2021-22               | Results likely to be announced* |
|--|---------------------------------|
| Quarter ended June 30, 2021                  | On or before September 14, 2021 |
| Quarter & Half year ended September 30, 2021 | On or before November 14, 2021  |
| Quarter & Half year ended December 31, 2021  | On or before February 14, 2022  |
| Quarter & Year ended March 31, 2022          | On or before May 30, 2022       |

\*tentative and subject to change

**Market price data- high, low during each month in last financial year (Face Value of Rs. 5/-per share)**

| Month          | BSE Limited (Rs.5 Per share) |       |
|----------------|------------------------------|-------|
|                | High                         | Low   |
| April 2020     | 1.10                         | 0.94  |
| May 2020       | 1.26                         | 1.10  |
| June 2020      | 2.05                         | 1.18  |
| July 2020      | 2.00                         | 1.46  |
| August 2020    | 2.02                         | 1.57  |
| September 2020 | 3.88                         | 1.77  |
| October 2020   | 4.12                         | 3.39  |
| November 2020  | 5.95                         | 4.20  |
| December 2020  | 9.06                         | 6.06  |
| January 2021   | 13.14                        | 9.24  |
| February 2021  | 16.50                        | 13.39 |
| March 2021     | 13.32                        | 9.70  |

**Registrar and share transfer agents:**

Purva Sharegistry (India) Pvt. Ltd (RTA)

Unit No.9, Shiv Shakti Ind. Estate, opp. Kasturba hospital Lane, Lower Parel (East), Mumbai – 400 011. Phone: 022-23016761, Fax: 022-23012517, Email: [support@purvashare.com](mailto:support@purvashare.com)

**Share Transfer System**

Pursuant to Regulation 40 of the SEBI Listing Regulations, 2015 read with SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/ LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not processed from April 1, 2019, unless the securities are held in dematerialized form. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.

Members may contact the Company or Company's Registrar & Share Transfer Agent (RTA), M/s. Purva Sharegistry (India) Private Limited, for assistance in this regard. The members are requested to update their Bank details and other particulars as and when required with the Depository Participant or by sending the same to the RTA of the Company.

**GENERAL INFORMATION TO MEMBERS**

- In case of loss / misplacement of share certificates, investors should immediately lodge a FIR / Complaint with the police and inform the Company / RTA along with a copy of FIR / acknowledged copy of complaint.
- Shareholders are requested to quote and register their e-mail IDs, telephone / fax numbers for receiving prompt communication and notification from the Company / RTA.

**Register e-mail address:**

Many of the shareholders have supported us in our green initiative by registering their e-mail address with the Company / DP. We look forward for continued support from shareholders, who have not so far updated, by registering their e-mail address with the Company / DPs. This will help them in receiving all communications from the Company electronically at their registered e-mail addresses on time and avoid loss due to postal delay / non-receipt. This will also save a lot of paper, reduce carbon footprint and save enormous amount of postage expenses to your Company.

Shareholders holding shares in (a) Electronic Form are requested to update their e-mail address with their respective DPs; and (b) Physical Form are requested to send an e-mail to [office@rrillimited.com](mailto:office@rrillimited.com) / [support@purvashare.com](mailto:support@purvashare.com) to know the process for updation of particulars in Folio.

**Distribution of Shareholding as on March 31, 2021**

| Category          | Shareholders |                   |                  |               |
|-------------------|--------------|-------------------|------------------|---------------|
|                   | Numbers      | % of Shareholders | In Rs.           | % of total    |
| 1 – 5000          | 2407         | 71.40             | 3198400          | 0.82          |
| 5001- 10000       | 274          | 8.13              | 2186430          | 0.56          |
| 10001 - 20000     | 172          | 5.10              | 2553455          | 0.65          |
| 20001 – 30000     | 103          | 3.06              | 2593280          | 0.66          |
| 30001- 40000      | 46           | 1.36              | 1606650          | 0.41          |
| 40001- 50000      | 50           | 1.48              | 2373510          | 0.60          |
| 50001- 100000     | 109          | 3.23              | 7720325          | 1.97          |
| 1000001 and above | 210          | 6.24              | 370034850        | 94.33         |
| <b>TOTAL</b>      | <b>3371</b>  | <b>100.00</b>     | <b>392266900</b> | <b>100.00</b> |

**Dematerialisation of Shares and Liquidity:**
**Distribution of shareholding as on March 31, 2021;**

|              | Number of Shares   | % of Shares   |
|--------------|--------------------|---------------|
| NSDL         | 1,06,28,616        | 13.55         |
| CDSL         | 6,78,18,090        | 86.44         |
| Physical     | 6,674              | 0.01          |
| <b>Total</b> | <b>7,84,53,380</b> | <b>100.00</b> |

**Address for Correspondence**

Mr. Sanjay Vishwakarma, Company Secretary & Compliance officer, A-325, Hari Om Plaza, M. G. Road, Near Omkareshwar Temple, Borivali East, Mumbai – 400066. Email- office@rillimited.com

**Disclosures:**

- i. The Company is in compliance with the various requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to the capital market. During the year 2020-21, no penalties / strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to the capital market.
- ii. The Company has a Whistle Blower Policy and Vigil Mechanism for its directors and employees and no personnel has been denied access to the Audit Committee Chairman. The Whistle Blower Policy is displayed on the Company's website [www.rillimited.com](http://www.rillimited.com).
- iii. There was no funds raised during the year under review through private placement/s, preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).
- iv. A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority: The Certificate of Company Secretary in practice is annexed herewith as a part of the report.
- v. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year:- Not such cases found.
- vi. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part. Details relating to fees paid to the Statutory Auditors are given in Consolidated Financial Statements in Note No. 35.1.
- vii. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, **Prohibition and redressal**) Act, 2013: There were no cases filed pursuant to the sexual Harassment of Women at Workplace (Prevention, Prohibition and redressal) Act, 2013.
- viii. Company has adopted discretionary requirements to the extent of submission of financial statements with unmodified audit opinion as specified in Part E of Schedule II of the SEBI Listing Regulations, 2015.

- **Modified opinion(s) in audit report:** - There are no modified opinions in audit report.
- **Reporting of Internal Auditor:** - In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.
- **Quarterly compliance report on corporate governance:** - Report in the format as specified by the SEBI was filed within fifteen days from close of the quarter with BSE Limited where the company is listed.
- There have been no instances of non-compliance of any requirement of the Corporate Governance as prescribed by SEBI Listing Regulations.
- The Company has complied with all the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations, wherever applicable to your Company.
- Disclosures with respect to demat suspense account/ unclaimed suspense account: The Company is not required to have a demat suspense account/ unclaimed suspense account.

**Code of conduct:**

The Company has laid down a Code of Conduct for all Board members and the Senior Management of the Company which also includes the model Code of Conduct for Independent Directors in accordance with Schedule IV to the Companies Act, 2013. The Code gives guidance and support needed for ethical conduct of business and compliance of law.

All the Directors and Senior Management have affirmed compliance with the Code of Conduct as on March 31, 2021, as approved and adopted by the Board of Directors. A declaration to this effect, signed by the Managing Director of the Company has been annexed to this Corporate Governance Report. The Code of Conduct has also been posted on the website of the Company at [www.rrillimited.com](http://www.rrillimited.com).

**Service of documents through electronic mode:**

As a part of Green Initiative, the members who wish to receive the notices/documents through e-mail, may kindly intimate their e-mail addresses to the Company's ID [office@rrillimited.com](mailto:office@rrillimited.com) or Registrar and Share Transfer Agent Email ID [support@purvashare.com](mailto:support@purvashare.com)

**Dividend/ Unclaimed Dividend:**

During the financial year 2020-21, the Company has transferred Rs.2,82,643 and transfer 7,55,675 Equity Shares to Investor Education and Protection Fund in accordance with the provisions of Section 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

The Ministry of Corporate Affairs ("MCA") had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 7th September, 2016 ("IEPF Rules 2016"). Further, the MCA had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) (Amendment) Rules, 2017 on 28th February, 2017 ("IEPF Rules 2017").

The Rules, contain provisions for transfer of all those shares in respect of which dividend has not been encashed or claimed by shareholders for seven consecutive years or more in the account of the Investor Education and Protection Fund ("IEPF") Authority.

To Claim the equity shares and dividend which were transferred to the Investor Education and Protection Fund, the shareholders are requested to visit the website of the Company i.e., <http://www.rrillimited.com/interim-unclaimed-unpaid-dividend/> to know the procedure for claiming the Shares and Dividend transferred to the Investor Education and Protection Fund Authority.

**Declaration for Code of Conduct:-**

I, Mr. Ratanchand D Jain, Managing Director, hereby confirm that the Company that under Regulation 26 (3) of the SEBI Listing Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with RRIL Limited Code of Business Conduct and Ethics for the year ended March 31, 2021

**Code for Prevention of Insider Trading:-**

The Company has adopted an "Internal Code of Conduct for Regulating, Monitoring and Reporting of Trading in respect of securities of the company ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations).

The Code is applicable to Promoters and Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company has also formulated "The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)" in compliance with the PIT Regulations. This Code is displayed on the Company's website. [www.rrillimited.com](http://www.rrillimited.com).

**SEBI Complaints Redress System (SCORES)**

Securities and Exchange Board of India (SEBI) administers a centralised web based complaints redress system (SCORES). It enables investors to lodge and follow up complaints and track the status of redressal online on the website [www.scores.gov.in](http://www.scores.gov.in). It also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report redressal. All the activities starting from lodging of a complaint till its disposal is carried online in an automated environment and the status of every complaint can be viewed online at any time. The Company has registered itself on SCORES and endeavors to resolve all investor complaints received through SCORES.

For and on behalf of the Board of  
RRIL Limited

Place: Mumbai  
Dated: 29.05.2021

Ratanchand D. Jain  
Chairman and Managing Director



**“ANNEXURE V TO DIRECTORS’ REPORT”****Practicing Company Secretary Certificate on Corporate Governance**

To  
**The Members,  
RRIL Limited  
(Formerly known as S R K Industries Limited)**

This certificate is issued in accordance with the terms of our engagement.

We, M/s. Shreyans Jain & Company, Practicing Company Secretary, have examined the compliance of conditions of Corporate Governance by RRIL Limited (Formerly known as S R K Industries Limited) (“The Company”), for the year ended 31.03.2021, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’).

**Management’s Responsibility:-**

The compliance of conditions of corporate governance are the responsibility of the Management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the SEBI Listing Regulations.

**Opinion:-**

In our opinion and to the best of our information and to the explanations given to us, and the representations made by the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31<sup>st</sup> March, 2021.

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

For **Shreyans Jain & Co.**  
Company Secretaries

Shreyans Jain  
(Proprietor)  
FCS No. 8519  
C.P. No. 9801  
UDIN: **F008519C000397248**

Place: Mumbai  
Date: 29.05.2021

**ANNEXURE VI TO DIRECTORS' REPORT****CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

In accordance with Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Corporate Governance, I, Harsh M Mehta, Executive Director & Chief Financial officer (CFO) of the company, to the best of our knowledge and belief certify that:

I have reviewed Audited financial statements and the Cash Flow Statement for the financial year ended 31st March, 2021, and that to the best of my knowledge and belief:

- i. These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
- ii. 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.
  - a. I further state that to the best of my knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal and violate of the Company's code of conduct.
  - b. I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems pertaining to financial reporting of the Company and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
  - c. I have indicated to the auditors and the audit committee that there are no:
    - i. Significant changes in internal control over financial reporting during the year;
    - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
    - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For RRIL Limited

Harsh M. Mehta  
Executive Director & CFO  
DIN: 08315401

Place: Mumbai  
Dated: 29.05.2021

**“ANNEXURE – VII TO DIRECTOR’S REPORT”**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of,  
**RRIL LIMITED,**  
A-325, Hari Om Plaza,  
M.G. Road, Near Om Kareshwar Temple,  
Borivali (E) Mumbai-400066.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **RRIL LIMITED** having CIN: **L17121MH1991PLC257750** and having registered office at A-325, Hari Om Plaza, M.G. Road, Near Om Kareshwar Temple, Borivali (E), Mumbai-400066. (hereinafter referred to as the “**Company**”) produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31<sup>st</sup> March, 2021** have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| Sr. No. | Name of Director              | DIN      | Date of Appointment in Company |
|---------|-------------------------------|----------|--------------------------------|
| 1.      | Mr. Ratanchand Deshmal Jain   | 01604521 | 12/10/2019                     |
| 2.      | Ms. Shilpa Deep Mehta         | 07376878 | 24/01/2020                     |
| 3.      | Mr. Harsh Mehta               | 08315401 | 12/10/2019                     |
| 4.      | Mr. Jinang Vinod Shah         | 08571231 | 12/10/2019                     |
| 5.      | Mr. Pinakin Prasanchand Mehta | 08571320 | 12/10/2019                     |

Ensuring the eligibility of / for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Shreyans Jain & Co.**  
Company Secretaries

Shreyans Jain  
(Proprietor)  
FCS No. 8519  
C.P. No. 9801  
UDIN: **F008519C000397248**

Place: Mumbai  
Date: 25.05.2021

**ANNEXURE VIII TO DIRECTORS' REPORT**
**FORM NO. AOC -2**

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis: **Nil**
2. Details of contracts or arrangements or transactions at Arm's length basis:

| Name (s) of the related party & nature of relationship | Nature of contracts/ arrangements/ transaction | Duration of the contracts/ arrangements/ transaction | Salient terms of the contracts or arrangements or transaction including the value, if any | Date of approval by the Board | Transaction Amount (Rs. In Lakhs) |
|--|--|--|---|-------------------------------|-----------------------------------|
| Sumati Spintex Private Limited                         | Purchase of Material                           | 01.04.2020 to 31.03.2021                             | As per Contract   | 14.02.2020                    | 256.02                            |
| Ganpat Ratanchand Jain                                 | Acquisition / purchase of Equity Shares        | 10.01.2021 to 31.03.2021                             | As per agreement  | 09.01.2021                    | 323.02                            |
| Kiran Ratanchand Jain                                  | Acquisition / purchase of Equity Shares        | 10.01.2021 to 31.03.2021                             | As per agreement  | 09.01.2021                    | 358.14                            |
| Harish Ratanchand Jain                                 | Acquisition / purchase of Equity Shares        | 10.01.2021 to 31.03.2021                             | As per agreement  | 09.01.2021                    | 313.56                            |
| Leena Kiran Jain                                       | Acquisition / purchase of Equity Shares        | 10.01.2021 to 31.03.2021                             | As per agreement  | 09.01.2021                    | 222.75                            |
| Rekha Harish Jain                                      | Acquisition / purchase of Equity Shares        | 10.01.2021 to 31.03.2021                             | As per agreement  | 09.01.2021                    | 222.08                            |

**Note:** No Advance was paid for any transaction noted above.

For and on behalf of the Board of  
RRIL Limited

Place: Mumbai  
Dated: 29.05.2021

Ratanchand D. Jain  
Chairman and Managing Director

## INDEPENDENT AUDITOR'S REPORT

**To the Members of RRIL Limited (Formerly known as S R K Industries Limited).**

**Report on the Standalone Ind AS Financial Statements**

### **Opinion**

We have audited the accompanying standalone **Ind AS** financial statements of **RRIL Limited (Formerly known as S R K Industries Limited)**. ("the Company), which comprise the Balance Sheet as on 31<sup>st</sup> March, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended, and 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, the aforesaid standalone 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 including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31<sup>st</sup> March 2021, and its Profit and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing 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 ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Emphasis of Matter**

We draw your attention to Note 28(xii) to the standalone financial statement which explains the uncertainties and the management's assessment of the financial impact due to the lockdown and other restrictions imposed by the government and conditions related to COVID-19 pandemic situation, for which a definitive assessment of the impact is highly dependent upon the circumstances as they evolve in the subsequent period. Our opinion is not modified in the respect of this matter.

### **Other Matters**

Due to the COVID-19 pandemic and the lockdown and other restrictions imposed by the Government and the local administration, the audit processes were carried out based on the remote access to the extent available/feasible and necessary records made available by the management through digital medium. Our opinion is not modified in respect of the above matter.

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

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

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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 Standalone Ind AS Financial Statements**

The Management and Board of Directors of the Company are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2015 (as amended).

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgement and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial control, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements Ind AS 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.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.



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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing 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 Standards on Auditing, 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone 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 standalone 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 Section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.

Further to our comments in Annexure A, as required by section 143(3) of the Act, we further report that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) the Balance Sheet, Statement of Profit and Loss, and cash flow statement dealt with by this Report are in agreement with the books of account;
- d) in our opinion, the aforesaid standalone financial statement comply with the applicable Accounting Standards specified under section 133 of the Act, read with the rule 7 of the Companies (Accounts) Rules, 2015 (as amended).
- e) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2021, and taken on record by the Board of Directors, none of the directors is disqualified as 31<sup>st</sup> March, 2021, from being appointed as a director in terms of section 164(2) of the Act.
- f) We have also audited the internal financial controls over financial reporting (IFCOFR) of the Company as on 31<sup>st</sup> March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report as per "Annexure B" expressed an unmodified opinion.
- g) As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2015 (as amended):

- i. The Company does not have any pending litigations which would impact on its financial position in its standalone Ind AS financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31<sup>st</sup> March, 2021

**For Subramaniam Bengali & Associates**  
Chartered Accountant  
FRN 127499W

**CA Rajiv B. Bengali**  
Partner

Mem. No. 043998

UDIN No.: 21043998AAAAFL7189

**Place: Mumbai**  
**Dated: 29.05.2021**

**“ANNEXURE A” TO INDEPENDENT AUDITORS’ REPORT OF EVEN DATE TO THE MEMBERS OF RRIL LIMITED (FORMERLY KNOWN AS S R K INDUSTRIES LIMITED) FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2021**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

1. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
As explained to us, all the assets have been physically verified by the management during the year. It is not possible to verify the physical fixed assets of the company at the year end due to the COVID-19 pandemic and the lockdown and other restrictions imposed by the Government and the local administration.  
No material discrepancies in the assets have been noticed on such verification.  
The title deed of immovable properties, as disclosed in Note 3 on fixed assets to the financial statement, are held in the name of the Company.
2. The inventory has been physically verified during the year by the management. In Our opinion, the frequency of verification is reasonable.  
In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.  
On the basis of our examination of the records of inventory, we are of the opinion that the company is generally maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the books records were not material and the same have been properly dealt with in the books of account.
3. In our opinion and according to the information and explanations given to us, The Company has not granted any unsecured loans to any parties as covered in the register under section 189 of the Act.
4. According to the information and explanations given to us, the company has made investment in companies during the year and the provision of the section 186 of the companies Act 2013, have been complied with.
5. The Company has not accepted deposits from the public. Hence the question of complying with the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or other relevant provisions of the Companies Act, 2013 and rules framed there under are not applicable to the Company
6. Based on the information & explanation provided to us, the Central Government has not prescribed the maintenance of cost records under Section 148 (1) of the companies Act, 2013 for any products of the company.
7. (a) According to the information and explanations given to us, no undisputed amounts payable in respect of applicable statutory dues were in arrears for a period exceeding six months as at the end of the financial year from the date they became payable.  
(b) According to the information and explanations given to us, there is no statutory dues which were disputed and unpaid during the year.
8. According to the information and explanations give to us, the Company have not taken loan or borrowing from financial institution during the year except car loan for which the company has been regular in paying the interest and principal amount as stipulated.
9. The Company did not raised any money by way of initial public offer, further public offer (including debt instruments) and terms loans during the year. Accordingly paragraph 3 (ix) of the order is not applicable to the Company.

10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and based on our examination of the records of the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Companies Act, 2013.
12. In our opinion and according to the information and explanation given to us, the company is not a Nidhi company. Hence the provision of clause 3(xii) of the order are not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, 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 the 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. Hence the provision of clause 3(xii) of the order are not applicable to the company.
16. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India, 1934.

**For Subramaniam Bengali & Associates**  
**Chartered Accountant**  
**FRN 127499W**

**CA Rajiv B. Bengali**  
**Partner**

**Mem. No. 043998**

**UDIN No.: 21043998AAAFL7189**

**Place: Mumbai**  
**Dated: 29.05.2021**

**“ANNEXURE B” TO INDEPENDENT AUDITORS’ REPORT OF EVEN DATE TO THE MEMBERS OF RRIL LIMITED (Formerly known as S R K INDUSTRIES LIMITED) FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021**

**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 **RRIL Limited (Formerly known as S R K Industries Limited)**(“the Company”) as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

**Auditors’ Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 and to the best of our information and according to the explanations given to you, 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.

**For Subramaniam Bengali & Associates  
Chartered Accountant  
FRN 127499W**

**CA Rajiv B. Bengali  
Partner**

**Mem. No. 043998**

**UDIN No.: 21043998AAAFL7189**

**Place: Mumbai  
Dated: 29.05.2021**



**STANDALONE BALANCE SHEET AS AT 31.03.2021**

(Amount in ₹)

|          | PARTICULARS   | Note No. | As At 31.03.2021    | As At 31.03.2020    |
|----------|---|----------|---------------------|---------------------|
| <b>A</b> | <b>ASSETS</b>   |          |                     |                     |
| 1        | Non-current assets  |          |                     |                     |
|          | (a) Property, Plant and Equipment   | 3 (i)    | 34,11,812           | 49,54,228           |
|          | (b) Capital work-in-progress  |          | -                   | -                   |
|          | (c) Intangible Assets-Goodwill  | 3 (ii)   | 8,54,00,000         | 10,67,50,000        |
|          | (d) Financial Assets Investments  | 4        | 22,54,88,761        | 7,89,91,936         |
|          | (e) Deferred tax assets (Net)   | 5        | 1,46,25,998         | 1,26,18,645         |
|          | (f) Other non-current assets  | 6        | 1,00,35,863         | 15,00,000           |
|          | Total - Non-current assets  |          | <b>33,89,62,434</b> | <b>20,48,14,809</b> |
| 2        | Current assets  |          |                     |                     |
|          | (a) Inventories   | 7        | 2,41,98,834         | -                   |
|          | (b) Financial Assets  |          |                     |                     |
|          | (i) Investments   |          | -                   | -                   |
|          | (ii) Trade receivables  | 8        | 38,59,888           | -                   |
|          | (iii) Cash and cash equivalents   | 9        | 11,583              | 87                  |
|          | (iv) Bank balances other than(iii) above  | 10       | 7,87,375            | 3,94,513            |
|          | (v) Loans & Advances  | 11       | 7,00,76,676         | 22,61,08,504        |
|          | (c) Current Tax Assets (Net)  | 12       | 21,34,554           | 2,24,815            |
|          | (d) Other current assets  | 13       | 3,11,763            | 11,19,487           |
|          | Total - Current assets  |          | <b>10,13,80,673</b> | <b>22,78,47,406</b> |
|          | <b>TOTAL ASSETS (1+2)</b>   |          | <b>44,03,43,107</b> | <b>43,26,62,215</b> |
| <b>B</b> | <b>EQUITY AND LIABILITIES</b>   |          |                     |                     |
| 1        | Equity  |          |                     |                     |
|          | (a) Equity Share capital  | 14       | 39,22,66,900        | 39,22,66,900        |
|          | (b) Other Equity  | 15       | 4,35,15,761         | 3,47,63,346         |
|          | Total - Equity  |          | <b>43,57,82,661</b> | <b>42,70,30,246</b> |
| 2        | LIABILITIES   |          |                     |                     |
| I.       | Non-current liabilities   |          |                     |                     |
|          | (a) Financial Liabilities   |          |                     |                     |
|          | (i) Borrowings  | 16       | 23,12,619           | 30,50,670           |
|          | (ii) Trade payables   |          | -                   | -                   |
|          | (iii) Other financial liabilities (other than those specified in item (b), to be specified) |          | -                   | -                   |
|          | (b) Provisions  |          | -                   | -                   |
|          | (c) Deferred tax liabilities (Net)  |          | -                   | -                   |
|          | (d) Other non-current liabilities   |          | -                   | -                   |
|          | Total - Non-current liabilities   |          | <b>23,12,619</b>    | <b>30,50,670</b>    |
| II.      | Current liabilities   |          |                     |                     |
|          | (a) Financial Liabilities   |          |                     |                     |
|          | (i) Borrowings  |          | -                   | -                   |
|          | (ii) Trade payables   | 17       | 9,64,510            | 9,08,058            |
|          | (iii) Other financial Liabilities   | 18       | 9,43,407            | 8,78,853            |
|          | (b) Other current liabilities   | 19       | 3,39,910            | 7,94,388            |
|          | Total Liabilities   |          | <b>22,47,827</b>    | <b>25,81,299</b>    |
|          | <b>TOTAL EQUITY AND LIABILITIES (1+2)</b>   |          | <b>44,03,43,107</b> | <b>43,26,62,215</b> |

See accompanying notes forming part of the Standalone Financial Statements

As per our report of even date

**For Subramaniam Bengali & Associates**

 Chartered Accountants  
 Firm Reg No: 127499W

**CA Rajiv Bangali**  
 Partner

Mem No: 043998

Mumbai, 29.05.2021

**Ratanchand D Jain**  
 Managing Director  
 DIN: 01604521

Mumbai, 29.05.2021

**For and on behalf of the Board**
**Harsh Mehta**  
 Executive Director & CFO  
 DIN: 08315401

**Sanjay R vishwakarma**  
 Company Secretary



## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2021

(Amount in ₹)

| PARTICULARS   | Note No. | Year 31.03.2021     | Year 31.03.2020       |
|---|----------|---------------------|-----------------------|
| <b>CONTINUING OPERATIONS</b>  |          |                     |                       |
| Revenue from operations   | 20       | 8,20,02,270         | 99,78,22,509          |
| Other Income  | 21       | 2,39,23,088         | 4,00,59,161           |
| Total   |          | <b>10,59,25,358</b> | <b>1,03,78,81,670</b> |
| <b>EXPENSES</b>   |          |                     |                       |
| (a) Purchases of Traded Goods   | 22       | 6,82,13,177         | 98,16,42,591          |
| (b) Change in Inventories of Stock in trade   | 23(a)    | (9,93,834)          | -                     |
| (c) Real Estate Development   | 23(b)    | -                   | -                     |
| (c) Employee benefits expenses  | 24       | 39,05,575           | 26,18,475             |
| (d) Other Expenses  | 25       | 48,44,180           | 1,23,16,727           |
| Total   |          | <b>7,59,69,098</b>  | <b>99,65,77,793</b>   |
| Profit before exceptional items, extraordinary items, interest, tax, depreciation and amortisation (EBITDA) |          | 2,99,56,260         | 4,13,03,877           |
| Finance Cost  | 26       | 3,14,016            | 27,833                |
| <b>Depreciation and amortization expense</b>  | 27       | 2,28,95,382         | 2,15,54,164           |
| Profit / (Loss) before exceptional and extraordinary items and tax  |          | 67,46,862           | 1,97,21,880           |
| <b>Exceptional items</b>  |          | -                   | -                     |
| Profit / (Loss) before extraordinary items and tax  |          | 67,46,862           | 1,97,21,880           |
| <b>Extraordinary items</b>  |          | -                   | -                     |
| Profit / (Loss) before tax  |          | 67,46,862           | 1,97,21,880           |
| <b>Tax expenses:</b>  |          |                     | -                     |
| Current Tax   |          | -                   | -                     |
| Prior years' Income Tax   |          | 1,800               | -                     |
| Deferred Tax  |          | 20,07,353           | (95,13,022)           |
| Profit / (Loss) from continuing operations  |          | <b>87,52,415</b>    | <b>1,02,08,858</b>    |
| <b>OTHER COMPREHENSIVE INCOME:</b>  |          |                     |                       |
| i) Items that will not be reclassified to Statement of profit and loss                                      |          | -                   | -                     |
| ii) Items that will be reclassified to Statement of profit and loss   |          | -                   | -                     |
| <b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>  |          | <b>87,52,415</b>    | <b>1,02,08,858</b>    |
| Earnings per Equity share   |          |                     |                       |
| Basic & Diluted   |          | 0.11                | 0.13                  |
| Nos. of Equity Shares (Face Value of Rs.5)  |          | 7,84,53,380         | 7,84,53,380           |

See accompanying notes forming part of the Standalone Financial Statements

As per our report of even date

**For Subramaniam Bengali & Associates**Chartered Accountants  
Firm Reg No: 127499W**For and on behalf of the Board****CA Rajiv Bangali**  
Partner  
Mem No: 043998  
Mumbai, 29.05.2021**Ratanchand D Jain**  
Managing Director  
DIN: 01604521  
Mumbai, 29.05.2021**Harsh Mehta**  
Executive Director & CFO  
DIN: 08315401**Sanjay R vishwakarma**  
Company Secretary

**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2021**

(Amount in ₹)

| PARTICULARS   | 31.03.2021            | 31.03.2020         |
|---|-----------------------|--------------------|
| <b>CASH FLOW FROM OPERATING ACTIVITIES</b>              |                       |                    |
| Net Profit before Tax                                   | 67,46,862             | 1,97,21,880        |
| <b>Adjustments for</b>                                  |                       |                    |
| Depreciation  | 2,28,95,382           | 2,15,54,164        |
| Miscellaneous Expenditure                               | -                     | -                  |
| <b>Considered Separately</b>                            |                       |                    |
| Interest Income   | (2,32,79,876)         | (23,82,268)        |
| Finance Cost  | 3,14,016              | 27,833             |
| <b>Operating Profit Before Working Capital Changes:</b> | <b>66,76,384</b>      | <b>3,89,21,609</b> |
| Inventories   | (2,41,98,834)         | -                  |
| Trade and other receivable                              | (38,59,888)           | 3,23,33,280        |
| Non-current liabilities                                 | (7,38,051)            | 30,50,670          |
| Trade Payables and other liabilities                    | (3,98,026)            | (2,53,26,949)      |
| Current investment                                      | -                     | 62,92,478          |
| Loans & advances  | 15,60,31,828          | (5,89,14,481)      |
| Cash generated from operations                          | 13,35,13,413          | (36,43,393)        |
| Direct Taxes paid                                       | (1,800)               | -                  |
| <b>Net Cash Flow From Operating Activites ( A )</b>     | <b>13,35,11,613</b>   | <b>(36,43,393)</b> |
| <b>CASH FLOW FROM INVESTING ACTIVITIES</b>              |                       |                    |
| Increase in Other Non Current Assets                    | (96,37,878)           | 6,58,53,278        |
| Purchase of fixed assets                                | (2,966)               | (48,30,459)        |
| Purchase of long-term investments                       | (14,64,96,825)        | (6,32,16,600)      |
| Interest Income   | 2,32,79,876           | 23,82,268          |
| <b>Net Cash Flow From Investing Activites ( B )</b>     | <b>(13,28,57,793)</b> | <b>1,88,487</b>    |
| <b>CASH FLOW FROM FINANVING ACTIVITIES</b>              |                       |                    |
| Long Term & Short Term Funds Borrowed/(Repaid)          | 64,554                | 8,78,853           |
| Finance Cost  | (3,14,016)            | (27,833)           |
| <b>Net Cash Flow From Financing Activities ( C )</b>    | <b>(2,49,462)</b>     | <b>8,51,020</b>    |
| <b>Net Increase / Decrease In</b>                       |                       |                    |
| <b>CASH &amp; CASH EQUIVALENTS ( A + B + C )</b>        | <b>4,04,358</b>       | <b>(26,03,886)</b> |
| Cash & Cash Equivalents - Opening Balance               | 3,94,600              | 29,98,486          |
| Cash & Cash Equivalents - Closing Balance               | 7,98,958              | 3,94,600           |

As per our report of even date

**For Subramaniam Bengali & Associates**

 Chartered Accountants  
 Firm Reg No: 127499W

**For and on behalf of the Board**
**CA Rajiv Bangali**  
**Partner**  
 Mem No: 043998  
**Mumbai, 29.05.2021**
**Ratanchand D Jain**  
**Managing Director**  
**DIN: 01604521**  
**Mumbai, 29.05.2021**
**Harsh Mehta**  
**Executive Director & CFO**  
**DIN: 08315401**
**Sanjay R vishwakarma**  
**Company Secretary**

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021**

| Note No.               |                              |   |                        |                              |           |         |          |         |                    |         |          |         |           |            |          |                              |
|------------------------|------------------------------|---|------------------------|------------------------------|-----------|---------|----------|---------|--------------------|---------|----------|---------|-----------|------------|----------|------------------------------|
| 1                      |                              | <p><b>Company Information</b></p> <p>RRIL Ltd (“the Company”) is a public limited company in India and Incorporated under the provision of the Companies Act, 1956. The registered office of the Company is located at A-325, Hari Om Plaza, M.G. Road, Near Omkareshwar Temple, Borivali East, Mumbai – 400066. The Company is listed on BSE Limited. The Financial Statement are approved for issue by the Company’s board of directors on 29.05.2021.</p>  |                        |                              |           |         |          |         |                    |         |          |         |           |            |          |                              |
| 2                      |                              | <p><b>Basis of preparation, principles of consolidation, critical accounting estimates and judgements, significant accounting policies and recent accounting pronouncements</b></p>   |                        |                              |           |         |          |         |                    |         |          |         |           |            |          |                              |
| 1                      |                              | <p><b>Basis of preparation of financial statements</b></p> <p>The Financial Statement of the Company have been prepared in accordance with Indian Accounting Standards (“Ind AS”) provision of the Companies Act, 2013 (“the Act”), as applicable and guidelines issued by the Securities and Exchange Board of India (“SEBI”). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Accounting policies have been applied consistently to all periods presented in these financial statements.</p>  |                        |                              |           |         |          |         |                    |         |          |         |           |            |          |                              |
| 2                      |                              | <p><b>Functional and presentation of currency</b></p> <p>The financial statements are prepared in Indian Rupees which is functional currency. All amounts are rounded to the nearest rupees.</p>  |                        |                              |           |         |          |         |                    |         |          |         |           |            |          |                              |
| 3                      |                              | <p><b>Use of Judgements and Estimates:</b></p> <p>The preparation of “financial statements in conformity of Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of “financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.</p>   |                        |                              |           |         |          |         |                    |         |          |         |           |            |          |                              |
| 4                      |                              | <p><b>Fair Value Measurement</b></p> <p>At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company’s accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.</p> <p>The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.</p> <p>For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.</p>                                       |                        |                              |           |         |          |         |                    |         |          |         |           |            |          |                              |
| 5                      |                              | <p><b>Property, Plant and Equipments</b></p> <p>Property, plant and equipment is stated at cost less accumulated depreciation and where applicable accumulated impairment losses. Property, plant and equipment and capital work in progress cost include expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.</p>   |                        |                              |           |         |          |         |                    |         |          |         |           |            |          |                              |
| 6                      | a                            | <p><b>Depreciation / Amortization</b></p> <p>The Company depreciates its fixed assets over the useful life in the manner prescribed in Schedule II of the Companies Act 2013, as against the earlier practice of depreciating at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.</p> <p>Depreciation is provided using the useful life of the asset estimated by the management, detail of which are as under :</p> <table border="0"> <thead> <tr> <th><u>Tangible Assets</u></th> <th><u>Estimated Useful Life</u></th> </tr> </thead> <tbody> <tr> <td>Computers</td> <td>3 Years</td> </tr> <tr> <td>Printers</td> <td>6 Years</td> </tr> <tr> <td>Office equipment’s</td> <td>5 Years</td> </tr> <tr> <td>Software</td> <td>1 Years</td> </tr> <tr> <td>Motor Car</td> <td>8-10 Years</td> </tr> <tr> <td>Goodwill</td> <td>10 Years (w.e.f. 01.04.2015)</td> </tr> </tbody> </table> | <u>Tangible Assets</u> | <u>Estimated Useful Life</u> | Computers | 3 Years | Printers | 6 Years | Office equipment’s | 5 Years | Software | 1 Years | Motor Car | 8-10 Years | Goodwill | 10 Years (w.e.f. 01.04.2015) |
| <u>Tangible Assets</u> | <u>Estimated Useful Life</u> |   |                        |                              |           |         |          |         |                    |         |          |         |           |            |          |                              |
| Computers              | 3 Years                      |   |                        |                              |           |         |          |         |                    |         |          |         |           |            |          |                              |
| Printers               | 6 Years                      |   |                        |                              |           |         |          |         |                    |         |          |         |           |            |          |                              |
| Office equipment’s     | 5 Years                      |   |                        |                              |           |         |          |         |                    |         |          |         |           |            |          |                              |
| Software               | 1 Years                      |   |                        |                              |           |         |          |         |                    |         |          |         |           |            |          |                              |
| Motor Car              | 8-10 Years                   |   |                        |                              |           |         |          |         |                    |         |          |         |           |            |          |                              |
| Goodwill               | 10 Years (w.e.f. 01.04.2015) |   |                        |                              |           |         |          |         |                    |         |          |         |           |            |          |                              |

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021**

| Note No. |   |   |
|----------|---|---|
|          |   | The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.  |
| 7        | b | Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.  |
|          |   | <b>Intangible Assets</b>  |
|          |   | The Management is following the consistent practice of amortising goodwill over a period of ten years starting from 01.04.2015  |
| 8        |   | <b>Investments:</b>   |
|          | a | <b>Investment in Property</b>   |
|          |   | Investment property is property (land or a building or part of a building — or both) held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use for services or for administrative purposes. Investment properties are stated at cost net of accumulated depreciation and accumulated impairment losses, if any;   |
|          |   | Any gain or loss on disposal of investment property is calculated as the difference between the net proceeds from disposal and the carrying amount of the investment property is recognised in Statement of Profit and Loss;  |
|          | b | <b>Investment in Subsidiaries:</b>  |
|          |   | Investments in equity shares of Subsidiaries are recorded at cost and reviewed for impairment at each reporting date.   |
|          | c | <b>Investments (Others)</b>   |
|          |   | Investments are classified into Non-Current and Current Investments.  |
|          |   | Non-Current Investments are carried at cost. Provision for diminution, if any, in the value of each Non-Current Investments is made to recognise a decline, other than of a temporary nature.   |
|          |   | Current investments are carried individually at lower of cost and fair value and the resultant decline, if any, is charged to revenue.  |
| 9        |   | <b>Impairment of Non-Financial Assets</b>   |
|          |   | The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset. Unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.   |
| 10       |   | <b>Provisions and Contingent Liabilities</b>  |
|          |   | Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements. |
|          |   | Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.  |
| 11       |   | <b>Financial Instruments</b>  |
|          | a | <b>Initial recognition</b>  |
|          |   | The company recognises the "financial asset and "financial liabilities when it becomes a party to the contractual provisions of the instruments. All the "financial assets and "financial liabilities are recognised at fair value on initial recognition, except for trade receivable which are initially recognised at transaction price. Transaction cost that are directly attributable to the acquisition of issue of "financial asset and "financial liabilities, that are not at fair value through profit and loss, are added to the fair value on the initial recognition.   |
|          | b | <b>Subsequent measurement</b>   |
|          |   | <b>Non derivative financial instruments</b>   |
|          |   | <b>Financial Assets at amortised cost</b>   |
|          |   | This category is the most relevant to the Company. All the Loans and other receivables under "financial assets (except Investments) are non-derivative "financial assets with "fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by impairment amount.   |

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021**

| Note No. |  |
|----------|--|
|          | <p><b>c</b> <b>Financial Assets at Fair Value through Profit or Loss/Other comprehensive income</b><br/>Instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.<br/>If the company decides to classify an instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&amp;L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.</p>  |
|          | <p><b>d</b> <b>Financial liabilities</b><br/>The measurement of "financial liabilities depends on their classification, as described below:</p>  |
|          | <p><b>i</b> <b>Trade &amp; other payable</b><br/>After initial recognition, trade and other payables maturing within one year from the Balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.</p>   |
|          | <p><b>ii</b> <b>Derecognition</b><br/>A "financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. 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 derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.</p>   |
| 12       | <p><b>Revenue Recognition:</b></p>   |
|          | <p><b>a</b> <b>Sale of Goods</b><br/>The Company is engaged in the Business of textiles and development of property. Revenue from sale of properties under construction is recognised on the basis of actual bookings done (provided the significant risks and rewards have been transferred to the buyer and there is reasonable certainty of realisation of the monies). Revenue from textiles is recognised when it is earned and no significant uncertainty exists as to its realization or collection<br/>Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.</p> |
|          | <p><b>b</b> <b>Rendering of Services</b><br/>Revenue is reconized from rendering of services when the performance obligation is satisfied and the services are rendered in accordance with the terms of customer contracts. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.</p>  |
|          | <p><b>c</b> <b>Trade Receivable</b><br/>A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).</p>   |
| 13       | <p><b>Inventories</b></p>  |
|          | <p><b>a</b> The inventories (including traded goods) are valued at lower of cost and net realisable value after providing for cost of obsolescence wherever considered necessary.</p>  |
|          | <p><b>b</b> Inventory representing project work-in-progress is valued at cost, which includes expenditure incurred for development, other related cost and cost of land.</p>   |
| 14       | <p><b>Employee Benefits</b><br/>Company does not have any policy for Leave Encashment or any other pension plans/schemes. All the unused leaves outstanding as on 31st March gets lapsed and does not get accumulated.</p>   |
| 15       | <p><b>Earning Per Share</b><br/>Basic and diluted earnings per share are computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.</p>  |
| 16       | <p><b>Borrowing Cost:</b><br/>Borrowing costs consist of interest and other costs incurred in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs;</p>  |



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021**

| Note No. |   |
|----------|---|
| 17       | <p>Borrowing costs that are attributable to the acquisition or construction of qualifying assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets. All other borrowing costs are charged to the Statement of Profit and Loss;</p> <p><b>Cash and Cash Equivalents</b></p> <p>Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits which are subject to an insignificant risk of changes in value.</p>   |
| 18       | <p><b>Cash flow statement</b></p> <p>Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.</p>  |
| 19       | <p><b>Segment Reporting</b></p> <p>The company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial management in deciding how to allocate resources and in assessing performance. The accounting policies adopted for segment reporting are in line with the accounting policies of the company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.</p>   |
| 20       | <p><b>Taxation</b></p> <p>Tax expenses are the aggregate of current tax and deferred tax charged or credited in the statement of Profit and Loss for the year.</p> <p>a <b>Current Tax</b></p> <p>Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The Company determines the tax as per the provisions of Income Tax Act 1961 and other rules specified thereunder.</p> <p>b <b>Deferred Tax</b></p> <p>Deferred tax is provided using the Balance method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for "financial reporting purposes at the reporting date.</p> <p>Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.</p> <p>The carrying amount of deferred tax assets 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 deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.</p> <p>Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.</p> <p>Deferred Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.</p> <p>Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.</p> |

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

(Amount in ₹)

## NOTE NO - 03

## Property, Plant and Equipment

| PARTICULARS                   | Rate  | C O S T             |                                |                              | D E P R E C I A T I O N |                    |                     | N e t B l o c k     |                     |
|-------------------------------|-------|---------------------|--------------------------------|------------------------------|-------------------------|--------------------|---------------------|---------------------|---------------------|
|                               |       | as on<br>01.04.2020 | Additons<br>during the<br>Year | Total as<br>on<br>31.03.2021 | Opening                 | for the<br>Year    | Total               | as on<br>31.03.21   | as on<br>31.03.20   |
| <b>(i) TANGIBLE ASSETS</b>    |       |                     |                                |                              |                         |                    |                     |                     |                     |
| COMPUTER                      | 63.15 | 1,30,927            | -                              | 1,30,927                     | 1,24,381                | -                  | 1,24,381            | 6,546               | 6,546               |
| OFFICE EQUIPMENT              | 45.07 | 43,100              | -                              | 43,100                       | 40,945                  | -                  | 40,945              | 2,155               | 2,155               |
| MOBILE                        | 45.07 | 7,670               | -                              | 7,670                        | 4,248                   | 1,542              | 5,790               | 1,880               | 3,422               |
| MOBILE                        | 45.07 | -                   | 2,966                          | 2,966                        | -                       | 447                | 447                 | 2,519               | -                   |
| PRINTER                       | 63.15 | 15,575              | -                              | 15,575                       | 14,796                  | -                  | 14,796              | 779                 | 779                 |
| MODEM                         |       | 2,600               | -                              | 2,600                        | 2,600                   | -                  | 2,600               | -                   | -                   |
| MOTOR CAR                     | 31.23 | 9,05,031            | -                              | 9,05,031                     | 6,90,824                | 66,906             | 7,57,730            | 1,47,301            | 2,14,207            |
| MOTOR CAR- GLC 220            | 31.23 | 48,30,459           | -                              | 48,30,459                    | 1,03,340                | 14,76,487          | 15,79,827           | 32,50,632           | 47,27,119           |
|                               |       | <b>59,35,362</b>    | <b>2,966</b>                   | <b>59,38,328</b>             | <b>9,81,134</b>         | <b>15,45,382</b>   | <b>25,26,516</b>    | <b>34,11,812</b>    | <b>49,54,228</b>    |
| <b>(ii) INTANGIBLE ASSETS</b> |       |                     |                                |                              |                         |                    |                     |                     |                     |
| GOODWILL                      | 10.00 | 21,35,00,000        | -                              | 21,35,00,000                 | 10,67,50,000            | 2,13,50,000        | 12,81,00,000        | 8,54,00,000         | 10,67,50,000        |
|                               |       | <b>21,94,35,362</b> | <b>2,966</b>                   | <b>21,94,38,328</b>          | <b>10,77,31,134</b>     | <b>2,28,95,382</b> | <b>13,06,26,516</b> | <b>8,88,11,812</b>  | <b>11,17,04,228</b> |
| Previous Year                 |       | <b>21,46,04,903</b> | <b>48,30,459</b>               | <b>21,94,35,362</b>          | <b>8,61,76,970</b>      | <b>2,15,54,164</b> | <b>10,77,31,134</b> | <b>11,17,04,228</b> | <b>12,84,27,933</b> |

| Note No. | PARTICULARS   | 31.03.2021   | 31.03.2020  |
|----------|---|--------------|-------------|
| 4        | <b>Financial Assets</b>   |              |             |
| a        | <u>Investment in Un-quoted Shares (Related Parties)</u><br>Rishabraj Estate Developers Pvt Ltd<br>(250000 Equity shares (Previous Year 250000) FV of Rs.10  | 1,15,00,000  | 1,15,00,000 |
| b        | <b>Investment in Subsidiary Company</b><br>Raj Rajendra Industries Limited<br>[(4835900 Equity shares (Previous Year 1580415) FV of Rs.10<br>(Equivalent to 56.89% Holding (Previous Year 18.59%)<br>( Refer Note no. 28(xiv) | 20,97,13,425 | 6,32,16,600 |
|          |   | 22,12,13,425 | 7,47,16,600 |
| c        | Investment in Property  | 42,75,336    | 42,75,336   |
|          |   | 22,54,88,761 | 7,89,91,936 |
|          | Aggregate amount of unquoted investments  | 22,12,13,425 | 7,47,16,600 |
|          | Aggregate amount of impairment in value of investments  | -            | -           |
| 5        | <b>Deferred tax assets (Net)</b>  |              |             |
|          | Fiscal disallowances  | -            | -           |
|          | Brought forward losses and unabsorbed depreciation  | 1,44,26,184  | 1,23,58,624 |
|          | <b>Deferred tax liabilities</b>   |              |             |
|          | Difference in net carrying value of property, plant and equipment,<br>intangible assets and investment properties as per income tax<br>and books  | 1,99,814     | (2,60,022)  |
|          |   | 1,46,25,998  | 1,26,18,646 |
| 6        | <b>Other Non-Current Assets</b>   |              |             |
|          | Adv deposit against Redevelopment of Society  | 15,00,000    | 15,00,000   |
|          | FD at HDFC Bank ( Maturity more than 12 Months)   | 85,00,000    | -           |
|          | Add: Interest Accrued on Fixed Deposit  | 35,863       | -           |
|          |   | 1,00,35,863  | 15,00,000   |

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021**

(Amount in ₹)

| Note No. | PARTICULARS   | 31.03.2021                              | 31.03.2020                              |
|----------|---|---|---|
| 7        | <b>Inventories</b>                                    |   |   |
|          | Textile   | 9,93,834                                | -                                       |
|          | Real Estate   | 2,32,05,000                             | -                                       |
|          |   | <b>2,41,98,834</b>                      | -                                       |
| 8        | <b>Trade Receivables</b>                              |   |   |
|          | (Unsecured and considered good)                       |   |   |
|          | More than 6 Month                                     | -                                       | -                                       |
|          | Less than six Month                                   | 38,59,888                               | -                                       |
|          |   | <b>38,59,888</b>                        | -                                       |
| 9        | <b>Cash and Cash Equivalents</b>                      |   |   |
|          | Cash In hand  | 11,583                                  | 87                                      |
|          | (as taken and certified by the Directors)             |   |   |
|          |   | <b>11,583</b>                           | <b>87</b>                               |
| 10       | <b>Bank Balances other than cash balance</b>          |   |   |
|          | HDFC Bank Limited                                     | 7,38,196                                | 58,813                                  |
|          | Cosmos Bank   | 49,179                                  | 49,583                                  |
|          | Yes Bank Limited                                      | -                                       | 2,86,117                                |
|          |   | <b>7,87,375</b>                         | <b>3,94,513</b>                         |
| 11       | <b>Loans &amp; Advances</b>                           |   |   |
|          | (Unsecured & considered good)                         |   |   |
|          | Others  | 7,00,56,676                             | 22,60,88,504                            |
|          | Sales Tax Deposit                                     | 20,000                                  | 20,000                                  |
|          |   | <b>7,00,76,676</b>                      | <b>22,61,08,504</b>                     |
| 12       | <b>Current Tax Assets (Net)</b>                       |   |   |
|          | TDS Receivable  | 21,13,849                               | 2,24,815                                |
|          | TCS Receivable  | 20,705                                  | -                                       |
|          |   | <b>21,34,554</b>                        | <b>2,24,815</b>                         |
| 13       | <b>Other Current Assets</b>                           |   |   |
|          | GST Receivable  | 3,11,763                                | 11,19,487                               |
|          |   | <b>3,11,763</b>                         | <b>11,19,487</b>                        |
| 14       | <b>Equity Share Capital</b>                           |   |   |
|          | <b>Authorised Capital</b>                             |   |   |
|          | 11,60,00,000 Equity Share of Rs.5 each                |   |   |
|          | (Previous Year 8,52,34,000 Equity Share of Rs.5 each) | 58,00,00,000                            | 42,61,70,000                            |
|          |   | <b>58,00,00,000</b>                     | <b>42,61,70,000</b>                     |
|          | <b>Subscribed, Issued &amp; Paid up :</b>             |   |   |
|          | 78453380 Equity Share of Rs.5 each                    |   |   |
|          | (Previous Year 78453380 Equity Share of Rs.5 each)    | 39,22,66,900                            | 39,22,66,900                            |
|          |   | <b>39,22,66,900</b>                     | <b>39,22,66,900</b>                     |
|          | <b>Reconciliation of the share Capital</b>            |   |   |
|          | <b>Equity Shares</b>                                  |   |   |
|          | As at the beginning of the Year                       | Units / Value(Rs)<br>78453380/392266900 | Units / Value(Rs)<br>78453380/392266900 |
|          | Less: Reduction in Capital                            | -                                       | -                                       |
|          | Add: Issued during the period for cash                | -                                       | -                                       |
|          | Shares outstanding at the end of the period           | 78453380/392266900                      | 78453380/392266900                      |

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

(Amount in ₹)

| Note No. | PARTICULARS  | 31.03.2021               | 31.03.2020               |
|----------|--|--------------------------|--------------------------|
|          | <b>Terms / rights attached to equity shares</b>  |                          |                          |
|          | The company has only one class of equity shares having a face value of Rs 5 per share (Previous Year Rs.5). Each holder of equity shares is entitled to one vote per share.  |                          |                          |
| iii      | <b>Details of shareholders holding more than 5 % shares in the company</b>   |                          |                          |
|          | Equity shares of Rs 5 each fully paid up   | <b>Units / % holding</b> | <b>Units / % holding</b> |
|          | Ratanchand D Jain  | 38637642 / 49.249        | 37997783 / 48.43         |
|          | <i>As per records of the company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.</i> |                          |                          |
| 15       | <b>Other Equity</b>  |                          |                          |
| a        | <b>Surplus in statement of profit and loss</b>   |                          |                          |
|          | Balance as per last financial statements   | 3,04,95,346              | 1,89,48,828              |
|          | Add: Profit for the Year   | 87,52,415                | 1,02,08,858              |
|          | Add: Subsidy received from Governmen   | -                        | 13,37,660                |
|          | <b>Total (a)</b>   | <b>3,92,47,761</b>       | <b>3,04,95,346</b>       |
| b        | <b>Other Reserves</b>  |                          |                          |
|          | Share Forfeiture a/c   | 42,68,000                | 42,68,000                |
|          | <b>Total (b)</b>   | <b>42,68,000</b>         | <b>42,68,000</b>         |
|          | <b>Total (a+b)</b>   | <b>4,35,15,761</b>       | <b>3,47,63,346</b>       |
| 16       | <b>Non-Current Liabilities</b>   |                          |                          |
|          | <b>Financial Liabilities</b>   |                          |                          |
|          | <b>Borrowing</b>   |                          |                          |
|          | Related Party  | -                        | -                        |
|          | Others-HDFC Bank Limited   | 23,12,619                | 30,50,670                |
|          | (Secured against hypothecation of Car & further secured by personal gurantee of Managing Director)   |                          |                          |
|          | (Repayment terms : Repayment in 48 equal monthly installments starting from the date of first disbursement i.e. from March, 2020.)   |                          |                          |
|          | <b>Total</b>   | <b>23,12,619</b>         | <b>30,50,670</b>         |
|          | <b>Current Liabilities</b>   |                          |                          |
|          | <b>Borrowing</b>   | -                        | -                        |
|          |  | -                        | -                        |
| 17       | <b>Trade Payables</b>  |                          |                          |
|          | Trade Payables   | 9,64,510                 | 9,08,058                 |
|          |  | <b>9,64,510</b>          | <b>9,08,058</b>          |
| 18       | <b>Other Financial Liabilities</b>   |                          |                          |
|          | Current maturities of long term borrowings   | 9,43,407                 | 8,78,853                 |
|          |  | <b>9,43,407</b>          | <b>8,78,853</b>          |
| 19       | <b>Other Current Liabilities</b>   |                          |                          |
|          | Statutory Dues   | 3,21,910                 | 1,33,517                 |
|          | Unclaimed Dividend   | -                        | 2,84,897                 |
|          | GST Reverse Charge Payable   | -                        | 5,374                    |
|          | Liabilities for expenses   | 18,000                   | 3,70,600                 |
|          |  | <b>3,39,910</b>          | <b>7,94,388</b>          |
| 20       | <b>Revenue from Operation</b>  |                          |                          |
|          | Sale of Textile Products   | 7,81,87,777              | 99,78,22,509             |
|          | Sale of Services   | 38,14,493                | -                        |
|          |  | <b>8,20,02,270</b>       | <b>99,78,22,509</b>      |

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021**

(Amount in ₹)

| Note No. | PARTICULARS                                    | 31.03.2021         | 31.03.2020          |
|----------|--|--------------------|---------------------|
| 21       | <b><u>Other Income</u></b>                     |                    |                     |
|          | Compensation                                   | -                  | 3,75,00,000         |
|          | Interest on Advances                           | 2,32,79,876        | 22,48,151           |
|          | Interest on MF                                 | -                  | 1,34,117            |
|          | Interest on Fixed Deposit                      | 35,863             | -                   |
|          | Intt on I Tax Refunds                          | -                  | 1,38,503            |
|          | Misc Income                                    | -                  | 36,462              |
|          | Sundry Credit Balance W/back                   | 6,07,349           | 1,928               |
|          |  | <b>2,39,23,088</b> | <b>4,00,59,161</b>  |
| 22       | <b><u>Purchase of Traded Goods</u></b>         |                    |                     |
|          | Purchase of Textile Products                   | 6,82,13,177        | 98,16,42,591        |
|          |  | <b>6,82,13,177</b> | <b>98,16,42,591</b> |
| 23       | <b>Change in Inventories of Stock in trade</b> |                    |                     |
| a        | <b>Textile:</b>                                |                    |                     |
|          | Opening Stock                                  | -                  | -                   |
|          | Closing Stock                                  | 9,93,834           | -                   |
|          |  | <b>(9,93,834)</b>  | <b>-</b>            |
| b        | <b>Real Estate Development</b>                 |                    |                     |
|          | Inventories at the beginning of the year       | -                  | -                   |
|          | Add: Developemtns/Work in Progress             | 2,32,05,000        | -                   |
|          |  | 2,32,05,000        | -                   |
|          | Less: Inventories at the end of the year       | 2,32,05,000        | -                   |
|          |  | -                  | -                   |
| 24       | <b><u>Employee benefits expense</u></b>        |                    |                     |
|          | Directors Remuneration                         | 31,80,000          | 18,50,000           |
|          | Salary to staff                                | 4,40,000           | 6,80,276            |
|          | Bonus  | 2,84,200           | 71,500              |
|          | Staff Welfare                                  | 1,375              | 16,699              |
|          |  | <b>39,05,575</b>   | <b>26,18,475</b>    |
| 25       | <b><u>Other Expenses</u></b>                   |                    |                     |
|          | Commission on Sales                            | 37,014             | 44,98,125           |
|          | Transport and handling                         | 2,60,230           | 61,23,830           |
|          | RTA / connectivity charges                     | 3,17,832           | 3,01,819            |
|          | Listing fees and Related Expenses              | 4,80,000           | 3,00,000            |
|          | ROC Filing Fees                                | 14,76,725          | 44,200              |
|          | Advertisement                                  | 1,36,368           | 76,164              |
|          | Payment to Auditors:                           | 1,60,500           | 65,000              |
|          | Insurance                                      | 14,915             | 12,999              |
|          | Bank charges                                   | 2,993              | 3,757               |
|          | Travelling & Conveyance                        | 15,383             | 51,683              |
|          | Motor Car Expenses                             | 21,581             | 29,919              |
|          | Amalgamation Expenses                          | 6,12,072           | 151                 |
|          | Rent   | 42,500             | 2,35,000            |
|          | Repairs-others                                 | 6,000              | 27,322              |



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

(Amount in ₹)

| Note No.                                   | PARTICULARS  | 31.03.2021            | 31.03.2020         |
|--|--|-----------------------|--------------------|
| 26   | Stationery & Printing Expenses   | 29,879                | 82,834             |
|  | Legal & Professional Charges   | 11,59,650             | 3,67,478           |
|  | Licence fee  | 10,381                | 10,800             |
|  | Donation   | 10,000                | -                  |
|  | Trade Mark   | 9,000                 | -                  |
|  | GST of Earlier years   | 20,963                | 463                |
|  | Interest on TDS  | 9,158                 | 3                  |
|  | Misc Expenses  | 11,036                | 85,180             |
|  |  | <b>48,44,180</b>      | <b>1,23,16,727</b> |
|  |  | <b>Finance Cost</b>   |                    |
| 27   | Interest on Bank Overdraft   | 7,240                 | -                  |
|  | Interest on Car Loan - HDFC  | 3,06,776              | -                  |
|  | Interest on Others   | -                     | 27,833             |
|  |  | <b>3,14,016</b>       | <b>27,833</b>      |
| 27   | <b>Depreciation and amortization expenses</b>  |                       |                    |
|  | Depreciation   | 15,45,382             | 2,04,164           |
|  | Goodwill Written Off   | 2,13,50,000           | 2,13,50,000        |
|  |  | <b>2,28,95,382</b>    | <b>2,15,54,164</b> |
| 28   | <b>NOTES TO ACCOUNT</b>  |                       |                    |
|  | <b>i Contingent Liabilities and Capital Commitment</b>   |                       |                    |
|  | Contingent Liabilities not provided for in respect of Claims against the company not acknowledge as debt on Stamp duty of Rs.67.99 lacs (Previous Year 67.99 lacs).  |                       |                    |
|  | <b>ii Deferred Tax</b>   |                       |                    |
|  | Under previous GAAP, Deferred Taxes are recognised for the tax effects of timing difference between accounting profit and taxable profit for the year using the Income Statement approach, Under Ind AS, Deferred Taxes are required to be recognised using the balance sheet approach for future tax consequences of temporary differences between the carrying value of assets and liabilities and their respective tax bases. Further, Deferred Tax asset shall be recognised for the carry forward of unused tax losses and credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and credits can be utilised as against virtual certainty for future taxable profit as required by previous GAAP. Due to amendment to the Income Tax Act, 1961 in the Budget 21, the depreciation on Goodwill is no more allowed and the Company has been claiming this benefit till last year. Due to permanent nature of difference because of amendment the WDV of Goodwill is not considered for calculation of Deferred Tax Assets. |                       |                    |
|  | <b>iii Segment Information</b>   |                       |                    |
|  | The primary segment reporting format is determined to be business segments as the company's risks and rates of return are affected predominantly by differences in the segments being operated, Secondary information is reported geographically. Accordingly, the Company has identified " Textiles", " Real Estate Development" as the operating segments.   |                       |                    |
|  | The Company operates only in India and therefore the analysis of geographical segments is limited to Indian operations only.   |                       |                    |
|  | <b>iv Segment Reporting</b>  |                       |                    |
|  | <b>a Segment Revenue</b>   |                       |                    |
|  | 31.03.2021   | 31.03.2020            |                    |
| Textile                                    | 7,81,87,777  | 99,78,22,509          |                    |
| Brokerage & Commission on Textile Products | 38,14,493  | -                     |                    |
| Other Income                               | 2,39,23,088  | 4,00,59,161           |                    |
| <b>Total</b>                               | <b>10,59,25,358</b>  | <b>1,03,78,81,670</b> |                    |

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021**
**(Amount in ₹)**

| Note No. |  |                                 |                    |                    |                 |
|----------|--|---------------------------------|--------------------|--------------------|-----------------|
|          | <b>Segment Results (Before Interest &amp; Tax)</b>   |                                 |                    |                    |                 |
|          | Textiles ( Yarn/Fabrics)   |                                 | 1,09,68,434        | 1,61,60,630        |                 |
|          | Brokerage & Commission on Textile Products   |                                 | 38,14,493          | -                  |                 |
|          | <b>Total</b>   |                                 | <b>1,47,82,927</b> | <b>1,61,60,630</b> |                 |
| b        | The Company has identified business segment as primary segments. The reportable business segments are Textile and Real Estate. |                                 |                    |                    |                 |
|          | <b>Particulars</b>   | <b>31.03.2021</b>               |                    | <b>31.03.2020</b>  |                 |
|          | <b>Segment Revenue</b>   | <b>Rupees</b>                   | <b>Quantity</b>    | <b>Rupees</b>      | <b>Quantity</b> |
| i        | <b>Textile</b>   |                                 |                    |                    |                 |
|          | <b>Yarn</b>  |                                 |                    |                    |                 |
|          | Purchases (Qty in kg.)   | 3,46,34,484                     | 2,32,793           | 98,16,61,879       | 47,90,011       |
|          | Sales (Qty in kg.)   | 3,66,17,662                     | 2,27,412           | 99,78,22,509       | 47,90,011       |
|          | <b>Fabrics</b>   |                                 |                    |                    |                 |
|          | Purchases (Qty in Meters)  | 3,35,78,693                     | 3,29,268           | -                  | -               |
|          | Sales (Qty in Meters)  | 4,15,70,115                     | 3,29,268           | -                  | -               |
|          | Brokerage & Commission on Textiler Products  | 38,14,493                       |                    | -                  | -               |
| ii       | <b>Real Estate Development</b>   |                                 |                    |                    |                 |
|          | Inventories acquired during the year   | 2,32,05,000                     |                    | -                  |                 |
|          | <b>Closing Stock</b>   |                                 |                    |                    |                 |
|          | Yarn (In Kg)   | 9,93,834                        | 5,381              | -                  | -               |
|          | Fabrics (In Meter)   | -                               | -                  | -                  | -               |
|          | Real Estate Development  | 2,32,05,000                     | -                  | -                  | -               |
| v        | Disclosure as required by Ind AS 24 -Related Party Disclosures   |                                 |                    |                    |                 |
| a        | <b>Key Management Personnel (KMP):</b>   |                                 |                    |                    |                 |
|          | <b>Name of the Related Parties</b>   | <b>: Nature of Relationship</b> |                    |                    |                 |
|          | Ratanchand D Jain  | : Managing Director             |                    |                    |                 |
|          | Harsh Mehta  | : Executive Director & CFO      |                    |                    |                 |
|          | Sanjay R vishwakarma   | : Company Secretary             |                    |                    |                 |
| b        | <b>The related enterprises / persons are :</b>   | <b>31.03.2021</b>               | <b>31.03.2020</b>  |                    |                 |
|          | Nature of Transaction  |                                 |                    |                    |                 |
|          | <b>Remuneration paid to KMP</b>  |                                 |                    |                    |                 |
|          | Ratanchand D Jain  | 32,50,000                       |                    | 12,50,000          |                 |
|          | Harsh Mehta  | 1,80,000                        |                    | 1,35,000           |                 |
|          | Sanjay R Vishwakarma   | 4,74,200                        |                    | 1,71,670           |                 |
|          | <b>Purchase of Material</b>  |                                 |                    |                    |                 |
|          | Sumati Spintex Private Limited   | 2,56,02,439                     |                    | 36,75,16,836       |                 |
|          | <b>Rent paid</b>   |                                 |                    |                    |                 |
|          | Raj Rajendra Industries Limited  | 42,500                          |                    | -                  |                 |
|          | <b>Purchases of Shares of Raj Rajendra Industries Limited</b>  |                                 |                    |                    |                 |
|          | Ratanchand D Jain  | -                               |                    | 3,42,72,600        |                 |
|          | Suraj Devi Jain  | -                               |                    | 96,84,000          |                 |
|          | Priya Ganpat Jain  | -                               |                    | 1,92,60,000        |                 |
|          | Ganpat R Jain  | 3,23,01,585                     |                    | -                  |                 |
|          | Harish R Jain  | 3,13,56,090                     |                    | -                  |                 |
|          | Kiran R Jain   | 3,58,14,150                     |                    | -                  |                 |
|          | Leena K Jain   | 2,22,75,000                     |                    | -                  |                 |
|          | Rekha H Jain   | 2,22,07,500                     |                    | -                  |                 |

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

(Amount in ₹)

| Note No. |  |                        |   |   |
|----------|--|------------------------|---|---|
|          | <b>Advances Given</b>  |                        |   |   |
|          | Rishabraj Estate and Developers Pvt Ltd  |                        | 1,53,82,393   | 4,72,81,197   |
|          | Rishabraj Infra LLP  |                        | 1,68,90,541   | 1,39,00,000   |
|          | <b>Security Deposit given refunded</b>   |                        |   |   |
|          | Sumati Spintex Private Limited   |                        | -   | 7,25,00,000   |
|          | <b>Closing Balance as at 31.03.2021</b>  |                        |   |   |
|          | Remuneration Ratanchand D Jain   |                        | -   | 2,00,000  |
|          | Advances Given Rishabraj Estate and Developers Pvt Ltd   |                        | -   | 6,32,81,197   |
|          | Advances Given Rishabraj Infra LLP   |                        | 7,00,00,000   | 16,28,07,307  |
|          | <b>Note:</b>   |                        |   |   |
| 1.       | All transactions with related parties are made on arm's length basis in the ordinary course of business.   |                        |   |   |
| 2.       | The above related party information is disclosed to the extent such parties have been identified by the management on the basis of information available. This is relied upon by the auditors. |                        |   |   |
| vi       | Disclosure as required by Schedule V (A) (2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015  |                        |   |   |
|          | Loans and advances in the nature of loans  | Balance as on 31.03.21 | Maximum Amount outstanding during the year ended 31.03.2021 | Balance as on 31.03.2020<br>Maximum Amount outstanding during the year ended 31.03.2020 |
|          | Rishabraj Estate and Developers Pvt Ltd  | -                      | 6,32,81,197   | 6,32,81,197   |
|          | Rishabraj Infra LLP  | 7,00,00,000            | 16,28,07,307  | 16,28,07,307  |
| vii      | <b>Payment to Auditors (Excluding Service Tax)</b>   |                        | 31.03.2021  | 31.03.2020  |
| i)       | Statutory Audit Fees   |                        | 1,00,000  | 55,000  |
| ii)      | Tax Audit Fees   |                        | 15,000  | 10,000  |
|          | Other Capacity ( Including Certification fees)   |                        | 45,500  | -   |
| viii     | <b>Earning Per Share</b>   |                        |   |   |
| a        | Net profit after tax as per Statements of Profit & Loss attributable to Equity Shareholders  |                        | 87,52,415   | 1,02,08,858   |
| b        | Weighted average number of shares used as denomination for calculating Basic and Diluted earning per share   |                        | 7,84,53,380   | 7,84,53,380   |
| c        | Face value of shares (Per Share) (Rs.)   |                        | 5.00  | 5.00  |
| d        | Basic/Diluted earning per share (in Rs.)   |                        | 0.11  | 0.13  |
| ix       | <b>Foreign Currency Transactions</b>   |                        |   |   |
|          | There was no Foreign Exchange transaction during the year.   |                        |   |   |
| x        | <b>Leasing Transaction</b>   |                        |   |   |
| A)       | Operating Lease Rentals charges to Profit & Loss Account during the period for Lease Agreements entered are  |                        |   |   |
|          | Particulars  |                        | 31.03.2021  | 31.03.2020  |
|          | Future minimum lease payments under non-cancellable operating lease  |                        |   |   |
|          | 1 Sanjaan  |                        | -   | 60,000  |
|          | 2 Raj Rajendra Industries Limited  |                        | 42,500  | -   |
|          | Due later than one year and not later than 5 years   |                        |   |   |
|          |  |                        | 77,500  |   |
|          | Due later than 5 years   |                        |   |   |
|          |  |                        | -   | -   |

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021**

| Note No. |  |
|----------|--|
| xi       | Quarterly financial results are published in accordance with the guidelines issued by SEBI. The recognition and measurement principles as laid down in the standards are followed with respect to such results.  |
| xii      | At the balance sheet date, an assessment is done to determine whether there is an indication of impairment in the carrying amount of the fixed assets. No. impairment loss is determined.  |
| xiii     | World Health Organisation (WHO) declared outbreak of Coronavirus Disease (COVID-19) a global pandemic on March, 2020. Consequent to this, Government of India declared lockdown on March 24, 2020 which has impacted the business activities of the Company. The pandemic is still on despite the relief given by the Government on Lockdown. However the State Government has continued with certain restrictions on operations during the year. On account of this, the Company has prepared cash flow projections and also, assessed the recoverability, contract assets, factored assumptions used in annual impairment testing of goodwill and intangible assets having indefinite useful life, using the various internal and external information up to the date of approval to these financial results. On the basis of evaluation and current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets and does not anticipate any impairment to these financial and non-financial assets. The Company will continue to closely monitor any material changes to future economic conditions. |
| xiv      | During the year, the Company has acquired the 3255485 Equity Shares of Raj Rajendra Industries Limited representing 38.30% of its paid-up capital, Raj Rajendra Industries limited is engaged in the manufacturing of Textile products. Since RRIL was already holding 18.59% equity shares of Raj Rajendra Industries Limited prior to this acquisition. Further, with 38.30% acquisition of Equity Shares of the said company, the Raj Rajendra Industries limited became a "Subsidiary Company" of the Company as on 25.03.2021.  |
| xv       | The Company has not received any information / memorandum from the suppliers ( as required to be filed by Suppliers / Vendors with the notified authority under Micro, Small and Medium Enterprises Development Act,2006), claiming their status as Micro, Small or Medium Enterprises. Consequently, the amount paid / payable together with interest paid / payable to these parties under the Act is Nil.   |
| xvi      | In terms of provisions of Schedule V of the Companies Act,2013 read with the Companies (Particulars of Employees) Rules,1975 none of the employees are in receipt of remuneration in excess of Rs 5,00,000 per month or Rs 60,00,000 p.a.as per the limits stated in the provisions.   |
| xvii     | The disclosures required under Ind AS 19 "Employee Benefits" notified in the Companies ( Accounting Standard ) Rules 2006 is not relevant to the Company as informed by the management that retirement benefits are not given to the employees of the Company. Thus no actuarial valuation has been done and provided by the Company.  |
| xviii    | Previous year's figures have been rearranged / regrouped wherever necessary.   |

As per our report of even date

**For Subramaniam Bengali & Associates**

 Chartered Accountants  
 Firm Reg No: 127499W

**CA Rajiv Bangali**  
**Partner**  
 Mem No: 043998  
**Mumbai, 29.05.2021**
**Ratanchand D Jain**  
**Managing Director**  
**DIN: 01604521**
**Mumbai, 29.05.2021**
**For and on behalf of the Board**
**Harsh Mehta**  
**Executive Director & CFO**  
**DIN: 08315401**
**Sanjay R vishwakarma**  
**Company Secretary**

## INDEPENDENT AUDITOR'S REPORT

**To the Members of RRIL Limited (Formerly known as S R K Industries Limited).**

**Report on the Consolidated Ind AS Financial Statements**

### **Opinion**

We have audited the accompanying consolidated **Ind AS** financial statements of **RRIL Limited (Formerly known as S R K Industries Limited)**. ("the Company), and its subsidiaries, which comprise the Consolidated Balance Sheet as on 31<sup>st</sup> March, 2021, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year ended, and 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, the aforesaid consolidated 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 including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31<sup>st</sup> March 2021, and its consolidated Profit and its consolidated cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing 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 Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Emphasis of Matter**

We draw your attention to Note No. 43 to the Consolidated Financial Statements which explains the uncertainties and the management's assessment of the financial impact due to the lockdown and other restrictions imposed by the government and conditions related to COVID-19 pandemic situation, for which a definitive assessment of the impact is highly dependent upon the circumstances as they evolve in the subsequent period. Our opinion is not modified in the respect of this matter.

### **Other Matters**

Due to the COVID-19 pandemic and the lockdown and other restrictions imposed by the Government and the local administration, the audit processes were carried out based on the remote access to the extent available/feasible and necessary records made available by the management through digital medium. Our opinion is not modified in respect of the above matter.

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

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

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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 Standalone Ind AS Financial Statements**

The Management and Board of Directors of the Holding Company are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2015 (as amended).

The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgement and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial control, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements Ind AS that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, respective Board of Directors of the companies included in the Group is responsible for assessing the Group'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 Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.



The respective Board of Directors of the Companies included in the group are also responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated 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 Standards on Auditing 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 consolidated financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated 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 Group'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 consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Holding Company 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 consolidated 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.

- We did not Audit the financial statements of Raj Rajendra Industries Ltd, a subsidiary, The consolidated financial statement also include the Groups share of Net Profit for the year ended on 31<sup>st</sup> March 2021. These Financial Statements have been audited by other auditor whose report has been furnished to us by the management and our opinion on consolidated financial statement, in so far as it relates to the amounts and disclosure included in respect of the subsidiary, and our report in terms of sub section (3) of section 143 of the act, in so far as it relates to the aforesaid subsidiary, is based solely on report of the other auditor.
- Our opinion on consolidated financial statements, and our report on Other Legal Regulatory Requirements below, is not modified in respect of above matters with respect to our reliance on the work done and the reports of the other auditor and the financial statements certified by the management.

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

As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:

- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the above consolidated financial statements;
- b. in our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination those of books and the report of the other auditor;
- c. the consolidated Balance Sheet, consolidated Statement of Profit and Loss, and consolidated cash flow statement dealt with by this Report are in agreement with relevant the books of account maintained for the purpose of preparation of consolidated financial statements;

- d. in our opinion, the aforesaid consolidated financial statement comply with the applicable Accounting Standards specified under section 133 of the Act, read with the rule 7 of the Companies (Accounts) Rules, 2015 (as amended).
- e. On the basis of written representations received from the directors of the Holding Company as on 31<sup>st</sup> March, 2021, and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary incorporated in India, none of the directors of the Group Companies is disqualified as 31<sup>st</sup> March, 2021, from being appointed as a director in terms of section 164(2) of the Act.
- f. We have also audited the internal financial controls over financial reporting (IFCOFR) of the Group as on 31<sup>st</sup> March 2021 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date and our report as per "**Annexure A**" expressed an unmodified opinion.

As required by Section 197(16) of the Act, we report that the Group has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2015 (as amended):

- i. The Group does not have any pending litigations which would impact on its financial position in its standalone Ind AS financial statements.
- ii. The Group did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
- iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company incorporated in India during the year ended 31<sup>st</sup> March, 2021.

**For Subramaniam Bengali & Associates**  
Chartered Accountant  
FRN 127499W

**CA Rajiv B. Bengali**  
Partner

Mem. No. 043998

UDIN No.: 21043998AAAAFM7490

Place: Mumbai

Dated: 29.05.2021

**"ANNEXURE A" TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE TO THE MEMBERS OF RRIL LIMITED (FORMERLY KNOWN AS S R K INDUSTRIES LIMITED) CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2021.**

**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 **RRIL Limited (Formerly known as S R K Industries Limited)**("the Company") as of March 31, 2021 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

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

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

**Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a

material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 and the audit evidence obtained by the other auditor is sufficient and appropriate to provide a basis for our audit opinion on the Group'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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 and to the best of our information and according to the explanations given, the Group 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.

Our aforesaid report under section 143(3)(i) of the Act, on the adequacy and operating effectiveness of the internal financial control over financial reporting is so far as it relates to the subsidiary company, which is a company incorporated in India, is based on the corresponding reports of the auditor of the subsidiary company. Our opinion on the Statement is not modified in respect of these matters.

**For Subramaniam Bengali & Associates  
Chartered Accountant  
FRN 127499W**

**CA Rajiv B. Bengali  
Partner**

**Mem. No. 043998**

**UDIN No.: 21043998AAAAFM7490**

**Place: Mumbai  
Dated: 29.05.2021**

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2021**

(Amount in ₹)

|          | PARTICULARS   | Note No. | As At 31.03.2021    |
|----------|---|----------|---------------------|
| <b>A</b> | <b>ASSETS</b>                                       |          |                     |
| <b>1</b> | <b>Non-current assets</b>                           |          |                     |
|          | a) Property, plant and equipment                    | 3        | 14,75,44,278        |
|          | b) Right of use assets                              | 4        | 29,06,521           |
|          | c) Intangible assets                                | 5        | 8,54,00,000         |
|          | d) Investment Property                              | 6        | 42,75,336           |
|          | e) Goodwill on Consolidation                        | 7        | 3,68,16,744         |
|          | f) Financial Assets                                 |          |                     |
|          | i) Investments                                      | 8        | 3,45,72,400         |
|          | ii) Loans and advances                              | 9        | 3,90,65,389         |
|          | g) Deferred tax assets (net)                        | 10       | 45,59,035           |
|          | h) Other non-current assets                         | 11       | 1,00,35,863         |
|          | <b>Total - Non-current assets</b>                   |          | <b>36,51,75,566</b> |
| <b>2</b> | <b>Current assets</b>                               |          |                     |
|          | a) Inventories                                      | 12       | 10,59,48,261        |
|          | b) Financial assets                                 |          |                     |
|          | (i) Trade receivables                               | 13       | 5,44,07,296         |
|          | (ii) Cash and cash equivalents                      | 14       | 9,98,708            |
|          | (iii) Loans   | 15       | 15,15,00,000        |
|          | c) Other current assets                             | 16       | 2,10,30,825         |
|          | <b>Total - Current assets</b>                       |          | <b>33,38,85,090</b> |
|          | <b>TOTAL ASSETS (1+2)</b>                           |          | <b>69,90,60,656</b> |
| <b>B</b> | <b>EQUITY AND LIABILITIES</b>                       |          |                     |
| <b>1</b> | <b>Equity</b>                                       |          |                     |
|          | a) Equity share capital                             | 17       | 39,22,66,900        |
|          | b) Other equity                                     | 18       | 4,42,14,844         |
|          | <b>Equity attributable to owners of the Company</b> |          | <b>43,64,81,744</b> |
|          | Non-controlling interest                            |          | 13,15,31,305        |
|          | <b>Total - Equity</b>                               |          | <b>56,80,13,049</b> |
|          | <b>Liabilities</b>                                  |          |                     |
| <b>2</b> | <b>Non-current liabilities</b>                      |          |                     |
|          | a) Financial liabilities                            | 19       | 1,79,60,381         |
|          | b) Provisions                                       | 20       | 17,36,477           |
|          | <b>Total - Non-current liabilities</b>              |          | <b>1,96,96,858</b>  |
| <b>3</b> | <b>Current liabilities</b>                          |          |                     |
|          | a) Financial liabilities                            |          |                     |
|          | i) Short term borrowings                            | 21       | 8,57,17,296         |
|          | ii) Trade payables                                  | 22       | 1,37,21,359         |
|          | iii) Other financial liabilities                    | 23       | 46,16,752           |
|          | b) Other current liabilities                        | 24       | 45,32,326           |
|          | c) Provisions                                       | 25       | 27,63,016           |
|          | <b>Total Current liabilities</b>                    |          | <b>11,13,50,749</b> |
|          | <b>TOTAL EQUITY AND LIABILITIES (1+2+3)</b>         |          | <b>69,90,60,656</b> |

See accompanying notes forming part of the Consolidated financial statements

As per our report of even date

**For Subramaniam Bengali & Associates**

Chartered Accountants  
Firm Reg No: 127499W

**For and on behalf of the Board**

**CA Rajiv Bangali**  
Partner  
Mem No: 043998  
Mumbai, 29.05.2021

**Ratanchand D Jain**  
Managing Director  
DIN: 01604521  
Mumbai, 29.05.2021

**Harsh Mehta**  
Executive Director & CFO  
DIN: 08315401

**Sanjay R vishwakarma**  
Company Secretary

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

(Amount in ₹)

| PARTICULARS  | Note No. | Year ended 31.03.2021 |
|--|----------|-----------------------|
| <b>INCOME</b>  |          |                       |
| Revenue from operations  | 26       | 9,42,72,680           |
| Other Income   | 27       | 2,56,62,956           |
| <b>Total income (a)</b>  |          | <b>11,99,35,636</b>   |
| <b>EXPENSES</b>  |          |                       |
| Cost of materials consumed   | 28       | 61,19,587             |
| Purchase of Stock-in-Trade   | 29       | 6,82,13,177           |
| Changes in inventories of finished goods   | 30       | 22,13,957             |
| Manufacturing expenses   | 31       | 5,90,715              |
| Employee benefit expenses  | 32       | 43,14,029             |
| Finance costs  | 33       | 4,33,742              |
| Depreciation and amortisation  | 34       | 2,44,78,751           |
| Other expenses   | 35       | 56,09,979             |
| <b>Total expenses (b)</b>  |          | <b>11,19,73,937</b>   |
| <b>Profit before Tax (a-b)</b>   |          | <b>79,61,699</b>      |
| <b>Tax expense:</b>  |          |                       |
| - Current tax  |          | -                     |
| - Deferred tax charge/ (credit)  |          | (20,21,286)           |
| - Prior period adjustments income tax  |          | 1,800                 |
| <b>Total tax expense (d)</b>   |          | <b>(20,19,486)</b>    |
| <b>Profit after tax (c-d) (e)</b>  |          | <b>99,81,185</b>      |
| <b>Other comprehensive income / (loss)</b>   |          |                       |
| a) (i) Items not to be reclassified subsequently to Statement of Profit and Loss<br>- Remeasurement of defined benefit plans - gain/(loss) |          | -                     |
| (ii) Income tax relating to items that will be classified to profit or loss  |          | -                     |
| b) (i) Items that will be reclassified subsequently to statement of Profit and Loss  |          | -                     |
| (ii) Income tax relating to items that will be classified to profit or loss  |          | -                     |
| <b>Other comprehensive income for the year (f)</b>   |          | -                     |
| <b>Total comprehensive income for the year (e+f)</b>   |          | <b>99,81,185</b>      |
| Profit for the year attributable to  |          |                       |
| - Shareholders of the Company  |          | 94,51,498             |
| - Non-controlling interest   |          | 5,29,686              |
| Other comprehensive income/ (loss) for the year attributable to  |          |                       |
| - Owners of the Company  |          | -                     |
| - Non-controlling interest   |          | -                     |
| Total Comprehensive income for the year attributable to  |          |                       |
| - Owners of the Company  |          | 94,51,498             |
| - Non-controlling interest   |          | 5,29,686              |
| <b>Earnings per equity share : Basic &amp; diluted (Rs.)</b>   | 40       | 0.13                  |
| Equity shares [Face value of Rs.5 each]  |          |                       |
| Nos .of Equity Shares (Face Value of Rs.5)   |          | 7,84,53,380           |

**See accompanying notes forming part of the Consolidated financial statements**

As per our report of even date

**For Subramaniam Bengali & Associates**

 Chartered Accountants  
 Firm Reg No: 127499W

**For and on behalf of the Board**
**CA Rajiv Bangali**  
**Partner**

Mem No: 043998

Mumbai, 29.05.2021

**Ratanchand D Jain**  
**Managing Director**  
 DIN: 01604521

Mumbai, 29.05.2021

**Harsh Mehta**  
**Executive Director & CFO**  
 DIN: 08315401

**Sanjay R vishwakarma**  
**Company Secretary**



**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2021**

(Amount in ₹)

|          | PARTICULARS   | Year ended<br>31.03.2021 |
|----------|---|--------------------------|
| <b>A</b> | <b>CASH FLOW FROM OPERATING ACTIVITIES</b>  |                          |
|          | Profit /(loss) before taxes   | 79,61,699                |
|          | <b>Adjustments for:</b>   |                          |
|          | Finance cost  | 4,33,742                 |
|          | Interest income   | (2,35,95,493)            |
|          | Depreciation and amortization   | 2,44,78,751              |
|          | (Profit) on sale/ discard of fixed assets   | (3,22,831)               |
|          | Loss on sale of investment  | -                        |
|          | <b>Operating profit / (loss) before working capital changes</b>                                     | <b>89,55,868</b>         |
|          | Movements in working capital : [Including Current and Non-current]                                  |                          |
|          | (Increase) / decrease in loans, trade receivable and other assets                                   | 8,14,99,728              |
|          | (Increase) / decrease in inventories  | (2,23,33,129)            |
|          | Increase / (decrease) in trade payable, other liabilities and provisions                            | (1,96,18,580)            |
|          |   | <b>4,85,03,887</b>       |
|          | Adjustment for:   |                          |
|          | Direct taxes paid (including tax deducted at source)  | 6,82,154                 |
|          | <b>Net cash generated/ (used in) from operating activities...(A)</b>                                | <b>4,78,21,733</b>       |
| <b>B</b> | <b>CASH FLOW FROM INVESTING ACTIVITIES</b>  |                          |
|          | Purchase of property, plant and equipment (Including capital work in progress and capital advances) | 67,063                   |
|          | Sale of property, plant and equipment   | 3,22,831                 |
|          | Sale of investment  | -                        |
|          | Increase/(decrease) in fixed deposit (not considered as cash and cash equivalent)                   | (95,37,000)              |
|          | Payment for acquisition of control in subsidiary  | (14,64,71,230)           |
|          | Advance given   | 7,45,88,504              |
|          | Interest income   | 2,35,95,493              |
|          |   | <b>(5,74,34,338)</b>     |
|          | Adjustment for:   |                          |
|          | Direct taxes (paid)/ refund received (including tax deducted at source) - (Net)                     | -                        |
|          | <b>Net cash (used in) / from investing activities... (B)</b>  | <b>(5,74,34,338)</b>     |
| <b>C</b> | <b>CASH FLOW FROM FINANCING ACTIVITIES</b>  |                          |
|          | Proceeds from long term borrowings  | -                        |
|          | Repayment of long term borrowings   | (56,50,961)              |
|          | Increase/ (Decrease) in working capital loan  | 1,60,91,725              |
|          | Interest paid (Including other borrowing cost)  | (4,33,742)               |
|          | <b>Net cash (used in) / from financing activities... (C)</b>  | <b>1,00,07,022</b>       |
|          | <b>Net increase / (decrease) in cash and cash equivalents (A+ B+C)</b>                              | <b>3,94,417</b>          |
|          | Cash and cash equivalents at beginning of the year  | 6,04,291                 |
|          | Cash and cash equivalents at end of the year  | 9,98,708                 |
|          | <b>Net increase / (decrease) in cash and cash equivalents</b>                                       | <b>3,94,417</b>          |

**Notes:**

- (i) Cash flow statement has been prepared under "indirect method" as set out in Ind AS 7 - "Cash Flow Statement".  
(ii) Refer note 42 for other cash flow statement related notes.

**See accompanying notes forming part of the Consolidated financial statements**

As per our report of even date

**For Subramaniam Bengali & Associates**Chartered Accountants  
Firm Reg No: 127499W**For and on behalf of the Board****CA Rajiv Bangali**  
Partner

Mem No: 043998

Mumbai, 29.05.2021

**Ratanchand D Jain**  
Managing Director  
DIN: 01604521

Mumbai, 29.05.2021

**Harsh Mehta**  
Executive Director & CFO  
DIN: 08315401**Sanjay R vishwakarma**  
Company Secretary

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2021**
**(a) Equity share capital**

(Amount in ₹)

| Particulars                                     | 31.03.2021   |
|---|--------------|
| Opening balance                                 | 39,22,66,900 |
| Changes in equity share capital during the year | -            |
| Closing balance<br>(Refer note 17)              | 39,22,66,900 |

**(b) Other equity**

| Particulars                                     | Reserves & surplus Retained | Share Forfeiture | OCI* Remeasurement gain/ (loss) of defined | Total other        |
|---|-----------------------------|------------------|--|--------------------|
| <b>Balance as at 31st March, 2020</b>           | <b>3,04,95,346</b>          | <b>42,68,000</b> | -  | <b>3,47,63,346</b> |
| <b>Add:</b>                                     |                             |                  |  |                    |
| Profit for the year                             | 94,51,498                   | -                | -  | 94,51,498          |
| Other comprehensive income/ (loss) for the year | -                           | -                | -  | -                  |
| <b>Balance as at 31st March, 2021</b>           | <b>3,99,46,844</b>          | <b>42,68,000</b> | -  | <b>4,42,14,844</b> |
| (Refer note 18)                                 |                             |                  |  |                    |

\*Other comprehensive income

This is the Statement of Changes in Equity referred to in our audit report of even date

As per our report of even date

**For Subramaniam Bengali & Associates**

 Chartered Accountants  
 Firm Reg No: 127499W

**For and on behalf of the Board**
**CA Rajiv Bangali**  
**Partner**  
 Mem No: 043998  
**Mumbai, 29.05.2021**
**Ratanchand D Jain**  
**Managing Director**  
**DIN: 01604521**  
**Mumbai, 29.05.2021**
**Harsh Mehta**  
**Executive Director & CFO**  
**DIN: 08315401**
**Sanjay R vishwakarma**  
**Company Secretary**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021**
**Note No.**

|   |    |  |
|---|----|--|
| 1 |    | <p><b>Company Information</b></p> <p>RRIL Limited (hereinafter referred to as 'the Parent Company', 'the Company' or 'Holding Company') is a public Company domiciled in India. The registered office of the Company is located at A-325, Hari Om Plaza, M.G. Road, Near Omkareshwar Temple, Borivali East, Mumbai – 400 066. Holding company together with its subsidiary is referred to as "the Group". The Holding Company's shares are listed on BSE Limited. The Group is in the business of manufacturing and trading in textile products &amp; redevelopment of housing project. Currently, its subsidiary company has manufacturing plants in Umargaon (Gujrat) and Palghar (Maharashtra).</p> <p>The consolidated financial statements for the year ended 31st March 2021 were approved and adopted by board of directors in their meeting held on 29.05.2021</p>   |
| 2 |    | <p><b>Basis of preparation, principles of consolidation, critical accounting estimates and judgements, significant accounting policies and recent accounting pronouncements</b></p>  |
| 1 | a  | <p><b>Principles of consolidation</b></p> <p><b>Subsidiaries</b></p> <p>Subsidiaries are entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of that entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intra-Group transactions, balances and unrealised gains on transactions between entities within the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and the Consolidated Balance Sheet respectively.</p>   |
|   | b  | <p><b>Changes in ownership interests</b></p> <p>The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity. When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in Other Comprehensive Income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in Other Comprehensive Income are reclassified to the Statement of Profit and Loss. If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in Other Comprehensive Income are reclassified to the Statement of Profit and Loss where appropriate</p> |
|   | c  | <p><b>Goodwill</b></p>   |
|   | i  | <p>Goodwill comprises the portion of the purchase price for an acquisition that exceeds the Group's share in the identifiable assets, with deductions for liabilities, calculated on the date of acquisition.</p>  |
|   | ii | <p>Goodwill is deemed to have an indefinite useful life and is reported at acquisition value with deduction for accumulated impairments. An impairment test of goodwill is conducted once every year or more often if there is an indication of a decrease in value. The impairment loss on goodwill is reported in the statement of profit and loss. The impairment assessment is based on value in use. The recoverable amount is calculated based on value in use which has been determined based on business plans that have been approved by management for internal purposes. Key assumptions used for calculation of value in use are Earnings before interest and taxes (EBIT), Discount rate, Growth rates and Capital expenditures.</p>  |
|   | d  | <p>The subsidiary (all incorporated in India) considered in consolidated financial statements and its country of incorporation is as tabulated below:</p> <p>Proportion of interest (including beneficial interest)/ voting power (Directly or indirectly through subsidiary)</p> <p>Raj Rajendra Industries Limited : 56.89%</p>  |

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021**

| Note No. |  |
|----------|--|
| 2        | <p><b>Statement of compliance with Ind AS</b></p> <p>The financial statements (on consolidated basis) of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.</p>   |
| 3        | <p><b>Functional and presentation of currency</b></p> <p>The financial statements are prepared in Indian Rupees which is also the Group's functional currency. All amounts are rounded to the nearest rupees.</p>  |
| 4        | <p><b>Use of Judgements and Estimates:</b></p> <p>The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosure of contingent liabilities as on the date of financial statements and reported amounts of income and expenses for the periods presented. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.</p>   |
| 5        | <p><b>Fair value measurement</b></p> <p>At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.</p> <p>The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.</p> <p>For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.</p>  |
| 6        | <p><b>Presentation and disclosure of consolidated financial statement</b></p> <p>The Financial Statement of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") provision of the Companies Act, 2013 ("the Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Accounting policies have been applied consistently to all periods presented in these financial statements.</p> <p>All assets and liabilities have been classified as current and non-current as per Group's normal operating cycle and other criteria set out in the division II of Schedule III of the Companies Act, 2013 for a company whose financial statements are made in compliance with the Companies (India Accounting Standards) Rules, 2015.</p> <p>Based on the nature of service and the time between rendering of services and their realization in cash and cash equivalents, 12 months has been considered by the Group for the purpose of current / non-current classification of assets and liabilities.</p> |
| 7        | <p><b>Property, Plant and Equipment</b></p> <p>Property, plant and equipment is stated at cost less accumulated depreciation and where applicable accumulated impairment losses. Property, plant and equipment and capital work in progress cost include expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.</p>   |
| 8        | <p><b>Depreciation / Amortization</b></p> <p>a The Company depreciates its fixed assets over the useful life in the manner prescribed in Schedule II of the Companies Act 2013, as against the earlier practice of depreciating at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.</p> <p>Depreciation is provided using the useful life of the asset estimated by the management, detail of which are as under :</p>   |

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021**
**Note No.**
**Tangible Assets**
**Estimated Useful Life**

|                    |                                |
|--------------------|--------------------------------|
| Computers          | : 3 years                      |
| Printers           | : 6 Years                      |
| Office equipment's | : 5 years                      |
| Software           | : 1 year                       |
| Motor Car          | : 8-10years                    |
| Goodwill           | : 10 Years (w.e.f. 01.04.2015) |

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

- b Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

9 a **Property, Plant and Equipments & Depreciation - In respect of Subsidiary Company**

Under the previous GAAP, property, plant and equipment were carried at historical cost less depreciation and impairment losses, if any. On transition to Ind AS, the Company has availed the optional exemption under Ind AS 101 and accordingly it has used the carrying value as at the date of transition i.e. 1st April, 2019 as the deemed cost of the property, plant & equipment under Ind AS.

- i Under the previous GAAP, property, plant and equipment were carried at historical cost less depreciation and impairment losses, if any. On transition to Ind AS, the Company has availed the optional exemption under Ind AS 101 and accordingly it has used the carrying value as at the date of transition i.e. 1st April, 2019 as the deemed cost of the property, plant & equipment under Ind AS.

- ii Properties plant and equipment are stated at their cost of acquisition. Cost of an item of property, plant and equipment includes purchase price including non-refundable taxes and duties, borrowing cost directly attributable to the qualifying asset, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and the present value of the expected cost for the dismantling/decommissioning of the asset.

- iii Parts (major components) of an item of property, plant and equipments having different useful lives are accounted as separate items of property, plant and equipments.

- iv Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

- v Capital work-in-progress comprises of cost incurred on property, plant and equipment under construction / acquisition that are not yet ready for their intended use at the Balance Sheet Date.

b **Depreciation and useful lives - In respect of Subsidiary Company**

- i Depreciation on the property, plant and equipment (other than freehold land and capital work in progress) is provided on a straight-line method (SLM) over their useful lives which is in consonance of useful life mentioned in Schedule II to the Companies Act, 2013.

- ii Building on leasehold lands and improvements to building on leasehold land / premises are amortized over the period of lease or useful life whichever is lower.

- iii Leasehold land considered as finance lease is amortized over the period of lease.

- iv Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted prospectively.

c **De-recognition**

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is de-recognised.

10 **Intangible Assets**

The Management is following the consistent practice of amortising goodwill over a period of ten years starting from 01.04.2015

11 a **Intangible assets and amortisation - In respect of Subsidiary Company**

a **Recognition and measurement**

- i Under the previous GAAP, intangible assets were carried at historical cost less amortization and impairment losses, if any. On transition to Ind AS, the Company has availed the optional exemption under Ind AS 101 and accordingly



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021**

| Note No. |  |
|----------|--|
|          | <p>it has used the carrying value as at the date of transition i.e. 1st April, 2019 as the deemed cost of the intangible assets under Ind AS.</p>  |
|          | <p>ii Intangible assets are recognized only if it is probable that the future economic benefits attributable to asset will flow to the Company and the cost of asset can be measured reliably. Intangible assets are stated at cost of acquisition/development less accumulated amortization and accumulated impairment loss if any.</p>   |
|          | <p>iii Cost of an intangible asset includes purchase price including non - refundable taxes and duties, borrowing cost directly attributable to the qualifying asset and any directly attributable expenditure on making the asset ready for its intended use.</p>   |
|          | <p>iv Intangible assets under development comprises of cost incurred on intangible assets under development that are not yet ready for their intended use as at the Balance Sheet date.</p>  |
|          | <p><b>b Amortization and useful lives</b></p>  |
|          | <p>i Computer softwares are amortized on straight line basis. Amortisation methods and useful lives are reviewed at each financial year end and adjusted prospectively.</p>  |
|          | <p>ii In case of assets purchased during the year, amortization on such assets is calculated on pro-rata basis from the date of such addition</p>  |
| 12       | <p><b>Investments:</b></p>   |
|          | <p><b>a Investment in Property</b></p> <p>Investment property is property (land or a building or part of a building — or both) held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use for services or for administrative purposes. Investment properties are stated at cost net of accumulated depreciation and accumulated impairment losses, if any;</p> <p>Any gain or loss on disposal of investment property is calculated as the difference between the net proceeds from disposal and the carrying amount of the investment property is recognised in Statement of Profit and Loss;</p>  |
|          | <p><b>b Investment in Subsidiaries:</b></p> <p>Investments in equity shares of Subsidiaries are recorded at cost and reviewed for impairment at each reporting date.</p>   |
|          | <p><b>c Investments (Others)</b></p> <p>Investments are classified into Non-Current and Current Investments.</p> <p>Non-Current Investments are carried at cost. Provision for diminution, if any, in the value of each Non-Current Investments is made to recognise a decline, other than of a temporary nature.</p> <p>Current investments are carried individually at lower of cost and fair value and the resultant decline, if any, is charged to revenue.</p> <p>Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.</p>   |
| 13       | <p><b>Impairment of Non-Financial Assets</b></p> <p>The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset or cash-generating units (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset. Unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.</p>  |
| 14       | <p><b>Provisions, contingent liabilities, contingent assets</b></p> <p>Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.</p> <p>Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.</p> |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

| Note No. |  |   |
|----------|--|---|
| 15       |  | <p><b>Financial Instruments</b></p> <p><b>a Initial recognition</b></p> <p>The company recognises the “financial asset and “financial liabilities when it becomes a party to the contractual provisions of the instruments. All the “financial assets and “financial liabilities are recognised at fair value on initial recognition, except for trade receivable which are initially recognised at transaction price. Transaction cost that are directly attributable to the acquisition of issue of “financial asset and “financial liabilities, that are not at fair value through profit and loss, are added to the fair value on the initial recognition.</p> <p><b>b Subsequent measurement</b></p> <p><b>Non derivative financial instruments</b></p> <p><b>Financial Assets at amortised cost</b></p> <p>This category is the most relevant to the Company. All the Loans and other receivables under “financial assets (except Investments) are non-derivative “financial assets with “fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by impairment amount.</p> <p><b>c Financial Assets at Fair Value through Profit or Loss/Other comprehensive income</b></p> <p>Instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.</p> <p>If the company decides to classify an instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&amp;L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.</p> <p><b>d Financial liabilities</b></p> <p>The measurement of “financial liabilities depends on their classification, as described below:</p> <p><b>i Trade &amp; other payable</b></p> <p>After initial recognition, trade and other payables maturing within one year from the Balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.</p> <p><b>ii Derecognition</b></p> <p>A “financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. 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 derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.</p> |
| 16       |  | <p><b>Revenue Recognition:</b></p> <p><b>a Sale of Goods</b></p> <p>The Company is engaged in the Business of textiles and development of property. Revenue from sale of properties under construction is recognised on the basis of actual bookings done (provided the significant risks and rewards have been transferred to the buyer and there is reasonable certainty of realisation of the monies). Revenue from textiles is recognised when it is earned and no significant uncertainty exists as to its realization or collection</p> <p>Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.</p> <p><b>b Rendering of Services</b></p> <p>Revenue is recognized from rendering of services when the performance obligation is satisfied and the services are rendered in accordance with the terms of customer contracts. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.</p> <p><b>c Trade Receivable</b></p> <p>A receivable represents the Company’s right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).</p>  |
| 17       |  | <p><b>Inventories</b></p> <p><b>a</b></p> <p>The inventories (including traded goods) are valued at lower of cost and net realisable value after providing for cost of obsolescence wherever considered necessary.</p>  |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

| Note No. |   |
|----------|---|
| 18       | <p>The inventories (including traded goods) are valued at lower of cost and net realisable value after providing for cost of obsolescence wherever considered necessary. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.</p> <p>The cost comprises of costs of purchase, duties and taxes (other than those subsequently recoverable), conversion cost and other costs incurred in bringing the inventories to their present location and condition.</p> <p>In case of work in progress and finished goods, the costs of conversion include costs directly related to the units of production and systematic allocation of fixed and variable production overheads. The cost of finished goods also includes excise duty wherever applicable.</p> <p>b Inventory representing project work-in-progress is valued at cost, which includes expenditure incurred for development, other related cost and cost of land.</p> <p><b>Employee benefits</b></p> <p>a <b>Short term employee benefits</b></p> <p>All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss in the period in which the employee renders the related service.</p> <p>b <b>Post-employment benefits &amp; other long term benefits - In respect of Subsidiary Company</b></p> <p>i <b>Defined contribution plan</b></p> <p>The defined contribution plan is a post-employment benefit plan under which the Group contributes fixed contribution to a Government Administered Fund and will have no obligation to pay further contribution. The Group's defined contribution plan comprises of Provident Fund and Employee State Insurance Scheme. The Company's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the period in which the employee renders the related service.</p> <p>ii <b>Post-employment benefit and other long term benefits</b></p> <p>The Group has defined benefit plans comprising of gratuity. The present value of the defined benefit obligations is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit obligation is determined by reference to market yields at the Balance Sheet date on Indian Government Bonds for the estimated term of obligations.</p> <p>For gratuity plan, re-measurements comprising of (a) actuarial gains and losses and (b) the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Such re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.</p> <p>Gains or losses on the curtailment or settlement of defined benefit plan are recognised when the curtailment or settlement occurs.</p> <p>Actuarial gains or losses arising on account of experience adjustment and the effect of changes in actuarial assumptions for other employee benefit plan [other than gratuity] are recognized immediately in the Statement of Profit and Loss as income or expense.</p> |
| 19       | <p><b>Leases - In respect of Subsidiary Company</b></p> <p>The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.</p> <p>Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.</p> <p>The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.</p> <p>Right-of-use assets are depreciated on a straight-line basis over the lease term. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.</p>  |

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021**

| Note No. |    |   |
|----------|----|---|
|          |    | <p>The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.</p>   |
| 20       |    | <p><b>Borrowing Cost:</b></p> <p>Borrowing costs consist of interest and other costs incurred in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs;</p> <p>Borrowing costs that are attributable to the acquisition or construction of qualifying assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets. All other borrowing costs are charged to the Statement of Profit and Loss;</p>  |
| 21       |    | <p><b>Foreign currency transaction</b></p> <p>Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. As at the Balance Sheet date, foreign currency monetary items are translated at closing exchange rate. Exchange difference arising on settlement or translation of foreign currency monetary items are recognised as income or expense in the year in which they arise.</p> <p>Foreign currency non-monetary items which are carried at historical cost are reported using the exchange rate at the date of transactions.</p>  |
| 22       |    | <p><b>Earning Per Share</b></p> <p>Basic and diluted earnings per share are computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.</p>  |
| 23       |    | <p><b>Government grants - In respect of Subsidiary Company</b></p> <p>The Company recognises government grants only when there is reasonable assurance that the conditions attached to them will be complied with, and the grants will be received. Where Government grants relates to non-monetary assets, the cost of assets are presented at gross value and grant thereon is recognised as income in the statement of profit and loss over the useful life of the related assets in proportion in which depreciation is charged. Grants related to income, if any, are recognised in the statement of profit and loss in the same period as the related cost which they are intended to compensate are accounted for.</p> |
| 24       | I  | <p><b>Cash and Cash Equivalents</b></p> <p>Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits which are subject to an insignificant risk of changes in value.</p>   |
|          | II | <p><b>Cash flow statement</b></p> <p>Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.</p>  |
| 25       |    | <p><b>Segment Reporting</b></p> <p>The company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial management in deciding how to allocate resources and in assessing performance. The accounting policies adopted for segment reporting are in line with the accounting policies of the company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.</p>   |
| 26       |    | <p><b>Taxation</b></p> <p>Tax expenses are the aggregate of current tax and deferred tax charged or credited in the statement of Profit and Loss for the year.</p>  |
|          | a  | <p><b>Current Tax</b></p> <p>Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The Company determines the tax as per the provisions of Income Tax Act 1961 and other rules specified thereunder.</p>  |
|          | b  | <p><b>Deferred Tax</b></p> <p>Deferred tax is provided using the Balance method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for "financial reporting purposes at the reporting date.</p>  |



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021**
**Note No.**

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets 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 deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**(AMOUNT IN ₹)**

| 3 | Property, plant and equipment            | Factory Building   | Office Premises    | Computers & Printers | Plant & Equipment  | Furniture & Fixtures | Vehicles         | Office Equipments | Total               |
|---|--|--------------------|--------------------|----------------------|--------------------|----------------------|------------------|-------------------|---------------------|
|   | <b>Gross carrying value</b>              |                    |                    |                      |                    |                      |                  |                   |                     |
|   | Balance as at 31st March, 2020           | -                  | -                  | 1,30,927             | -                  | -                    | 57,35,490        | 68,945            | 59,35,362           |
|   | Additions during the year 2020-21        | -                  | -                  | -                    | -                  | -                    | -                | 2,966             | 2,966               |
|   | Acquisition of subsidiary (Refer note 7) | 5,80,61,096        | 1,16,16,936        | 2,93,132             | 9,83,57,481        | 30,02,845            | 21,12,883        | 10,35,056         | 17,44,79,429        |
|   | Deletions during the year 2020-21        | -                  | -                  | -                    | -                  | -                    | -                | -                 | -                   |
|   | <b>Balance as at 31st March, 2021</b>    | <b>5,80,61,096</b> | <b>1,16,16,936</b> | <b>4,24,059</b>      | <b>9,83,57,481</b> | <b>30,02,845</b>     | <b>78,48,373</b> | <b>11,06,967</b>  | <b>18,04,17,757</b> |
|   | <b>Accumulated depreciation</b>          |                    |                    |                      |                    |                      |                  |                   |                     |
|   | Balance as at 31st March, 2020           | -                  | -                  | 1,24,381             | -                  | -                    | 7,94,164         | 62,589            | 9,81,134            |
|   | Additions during the year 2020-21        | -                  | -                  | -                    | -                  | -                    | 15,43,393        | 1,989             | 15,45,382           |
|   | Acquisition of subsidiary (Refer note 7) | 29,52,697          | 4,15,826           | 85,151               | 2,40,85,762        | 8,48,087             | 17,41,595        | 2,17,845          | 3,03,46,963         |
|   | Deletions during the year 2020-21        | -                  | -                  | -                    | -                  | -                    | -                | -                 | -                   |
|   | <b>Balance as at 31st March, 2021</b>    | <b>29,52,697</b>   | <b>4,15,826</b>    | <b>2,09,532</b>      | <b>2,40,85,762</b> | <b>8,48,087</b>      | <b>40,79,152</b> | <b>2,82,423</b>   | <b>3,28,73,479</b>  |
|   | <b>Net carrying amount</b>               |                    |                    |                      |                    |                      |                  |                   |                     |
|   | Balance as at 31st March, 2020           | -                  | -                  | 6,546                | -                  | -                    | 49,41,326        | 6,356             | 49,54,228           |
|   | <b>Balance as at 31st March, 2021</b>    | <b>5,51,08,399</b> | <b>1,12,01,110</b> | <b>2,14,527</b>      | <b>7,42,71,719</b> | <b>21,54,758</b>     | <b>37,69,221</b> | <b>8,24,544</b>   | <b>14,75,44,278</b> |

| 4 | Right of use asset                       | Lease hold land  | Total            |
|---|--|------------------|------------------|
|   | <b>Gross carrying value</b>              |                  |                  |
|   | Balance as at 31st March, 2020           | -                | -                |
|   | Additions during the year 2020-21        | -                | -                |
|   | Acquisition of subsidiary (Refer note 7) | 30,17,235        | 30,17,235        |
|   | Deletions during the year 2020-21        | -                | -                |
|   | <b>Balance as at 31st March, 2021</b>    | <b>30,17,235</b> | <b>30,17,235</b> |
|   | <b>Accumulated depreciation</b>          |                  |                  |
|   | Balance as at 31st March, 2020           | -                | -                |
|   | Depreciation for the year 2020-21        | -                | -                |
|   | Acquisition of subsidiary (Refer note 7) | 1,10,714         | 1,10,714         |
|   | Deletions during the year 2020-21        | -                | -                |
|   | <b>Balance as at 31st March, 2021</b>    | <b>1,10,714</b>  | <b>1,10,714</b>  |
|   | <b>Net carrying amount</b>               |                  |                  |
|   | Balance as at 31st March, 2020           | -                | -                |
|   | <b>Balance as at 31st March, 2021</b>    | <b>29,06,521</b> | <b>29,06,521</b> |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

(AMOUNT IN ₹)

| 5 | Intangible asset                      | Goodwill            | Total               |
|---|---------------------------------------|---------------------|---------------------|
|   | <b>Gross carrying value</b>           |                     |                     |
|   | <b>Balance as at 31st March, 2020</b> | <b>21,35,00,000</b> | <b>21,35,00,000</b> |
|   | Additions during the year 2020-21     | -                   | -                   |
|   | Deletions during the year 2020-21     | -                   | -                   |
|   | <b>Balance as at 31st March, 2021</b> | <b>21,35,00,000</b> | <b>21,35,00,000</b> |
|   | <b>Accumulated amortization</b>       |                     |                     |
|   | <b>Balance as at 31st March, 2020</b> | <b>10,67,50,000</b> | <b>10,67,50,000</b> |
|   | Depreciation for the year 2020-21     | 2,13,50,000         | 2,13,50,000         |
|   | Deletions during the year 2020-21     | -                   | -                   |
|   | <b>Balance as at 31st March, 2021</b> | <b>12,81,00,000</b> | <b>12,81,00,000</b> |
|   | <b>Net carrying amount</b>            |                     |                     |
|   | Balance as at 31st March, 2020        | 10,67,50,000        | 10,67,50,000        |
|   | <b>Balance as at 31st March, 2021</b> | <b>8,54,00,000</b>  | <b>8,54,00,000</b>  |

| 6 | Investment property                   | Residential Flat | Total            |
|---|---------------------------------------|------------------|------------------|
|   | <b>Gross carrying value</b>           |                  |                  |
|   | <b>Balance as at 31st March, 2020</b> | <b>42,75,336</b> | <b>42,75,336</b> |
|   | Additions during the year 2020-21     | -                | -                |
|   | Deletions during the year 2020-21     | -                | -                |
|   | <b>Balance as at 31st March, 2021</b> | <b>42,75,336</b> | <b>42,75,336</b> |

The Company's investment properties consist of Residential flat situated at Kandivali, Mumbai (Maharashtra).

| 7 | Acquisition of Raj Rajendra Industries Limited   |                      |
|---|--|----------------------|
|   | On 25th March 2021, Company has acquired effective control by increasing its holding from 18.59% to 56.89% in Raj Rajendra Industries Limited. This entity is involved in manufacturing and selling of textile products. |                      |
|   | Assets acquired and liabilities assumed on acquisition date:   |                      |
|   | <b>Non-current assets</b>  |                      |
|   | a) Property, plant and equipment   | 14,44,91,228         |
|   | b) Right of use asset  | 42,01,157            |
|   | c) Financial Assets  |                      |
|   | i) Investments   | 2,30,72,400          |
|   | ii) Loans and advances   | 4,00,82,389          |
|   | <b>Total (a)</b>   | <b>21,18,47,174</b>  |
|   | <b>Current assets</b>  |                      |
|   | a) Inventories   | 8,36,15,132          |
|   | b) Financial assets  |                      |
|   | (i) Trade receivables  | 5,27,94,893          |
|   | (ii) Cash and cash equivalents   | 2,09,691             |
|   | (iii) Loans  | 8,20,72,582          |
|   | c) Other current assets  | 1,65,53,381          |
|   | <b>Total (b)</b>   | <b>23,52,45,679</b>  |
|   | <b>Total Assets</b>  | <b>Total c (a+b)</b> |
|   |  | <b>44,70,92,853</b>  |
|   | <b>Liabilities</b>   |                      |
|   | <b>Non-current liabilities</b>   |                      |
|   | a) Financial liabilities   |                      |
|   | i) Borrowings  | 2,51,77,424          |
|   | b) Provisions  | 16,27,839            |
|   | c) Deferred tax liabilities (Net)  | 1,00,80,895          |
|   | <b>Total (d)</b>   | <b>3,68,86,158</b>   |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

(AMOUNT IN ₹)

|  |                      |                     |
|--|----------------------|---------------------|
| <b>Current liabilities</b>   |                      |                     |
| a) Financial liabilities   |                      |                     |
| i) Short term borrowings   |                      | 6,87,46,718         |
| ii) Trade payables   |                      |                     |
| - Amount due to Micro and small enterprises                                  | -                    |                     |
| - Amount due to other than Micro and small enterprises                       |                      | 2,72,84,329         |
| iii) Other financial liabilities   |                      | 60,09,531           |
| b) Other current liabilities   |                      | 20,03,125           |
| c) Provisions  |                      | 22,90,288           |
|  | <b>Total (e)</b>     | <b>10,63,33,990</b> |
| <b>Total Liabilities</b>   | <b>Total f (d+e)</b> | <b>14,32,20,149</b> |
| <b>Net assets acquired</b>   | <b>Total (c-f)</b>   | <b>30,38,72,705</b> |
| <b>Goodwill arising on acquisition of subsidiary</b>                         |                      |                     |
| Cash consideration transferred   |                      | 20,97,13,425        |
| Less: Fair value of identified net assets acquired [To the extent of 56.89%] |                      | 17,28,96,681        |
|  |                      | <b>3,68,16,744</b>  |
| <b>Goodwill arising on acquisition of Raj Rajendra Industries Limited</b>    |                      |                     |
| <b>Net cash outflow on acquisition</b>                                       |                      |                     |
| Cash consideration transferred   |                      | 20,97,13,425        |
| Less: Cash and cash equivalent acquired                                      |                      | 2,09,691            |
|  |                      | <b>20,95,03,734</b> |

|          |  |                    |
|----------|--|--------------------|
| <b>8</b> | <b>Investments</b>   | <b>31.03.2021</b>  |
|          | <b>(a) Investment measured at Fair Value Through Profit or Loss</b>        |                    |
|          | Investment in equity instruments   |                    |
|          | <b>Unquoted</b>  |                    |
|          | RishabRaj Estate Dev. Private Limited 2,50,000 equity shares of Rs 10 each | 1,15,00,000        |
|          | Sumati Spintex Private Limited 22,70,000 equity shares of Rs. 10 each      | 2,29,72,400        |
|          | Cosmos Co-Op Bank Limited 5,000 equity shares of Rs. 20 each               | 1,00,000           |
|          | <b>Total</b>   | <b>3,45,72,400</b> |
|          | Aggregate amount of unquoted investments                                   | 3,45,72,400        |
|          | Aggregate amount of impairment in value of investments                     | -                  |

|          |                           |                    |
|----------|---------------------------|--------------------|
| <b>9</b> | <b>Loans and advances</b> | <b>31.03.2021</b>  |
|          | <b>Security deposits</b>  |                    |
|          | - Others                  | 23,16,809          |
|          | Advance for property      |                    |
|          | - Related Party           | 10,00,000          |
|          | - Others                  | 3,57,48,580        |
|          | <b>Total</b>              | <b>3,90,65,389</b> |

|           |  |                    |
|-----------|--|--------------------|
| <b>10</b> | <b>Deferred tax assets/ (liabilities)</b>  | <b>31.03.2021</b>  |
|           | Significant components of net deferred tax assets and liabilities  |                    |
|           | <b>Deferred tax assets</b>   |                    |
|           | Fiscal disallowances   | 4,57,613           |
|           | Brought forward losses and unabsorbed depreciation   | 1,44,26,184        |
|           | <b>Sub-total (a)</b>   | <b>1,48,83,797</b> |
|           | <b>Deferred tax liabilities</b>  |                    |
|           | Difference in net carrying value of property, plant and equipment, intangible assets and investment properties as per income tax and books | 1,02,70,487        |
|           | Measurement of financial assets at fair value  | 54,275             |
|           | Fair value measurement of financial assets (net)   |                    |
|           | <b>Sub-total (b)</b>   | <b>1,03,24,762</b> |
|           | <b>Deferred tax assets/(liability)</b>   | <b>Total (a-b)</b> |
|           |  | <b>45,59,035</b>   |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

(AMOUNT IN ₹)

|           |   |                     |
|-----------|---|---------------------|
| <b>11</b> | <b>Other non-current assets</b>                         | <b>31.03.2021</b>   |
|           | Advance deposit against redevelopment of Society        | 15,00,000           |
|           | Fixed deposit (Maturity more than 12 months)            | 85,00,000           |
|           | Interest accrued on Fixed Deposit                       | 35,863              |
|           | <b>Total</b>  | <b>1,00,35,863</b>  |
| <b>12</b> | <b>Inventories</b>                                      | <b>31.03.2021</b>   |
|           | Textile   | 8,27,43,261         |
|           | Real Estate   | 2,32,05,000         |
|           | <b>Total</b>  | <b>10,59,48,261</b> |
| <b>13</b> | <b>Trade receivable</b>                                 | <b>31.03.2021</b>   |
|           | (Unsecured, considered good)                            |                     |
|           | - Considered good                                       | 5,44,07,296         |
|           | Less: Allowance for expected credit loss                | -                   |
|           | <b>Total</b>  | <b>5,44,07,296</b>  |
| <b>14</b> | <b>Cash and cash equivalent</b>                         | <b>31.03.2021</b>   |
|           | Balances with bank                                      |                     |
|           | - In current accounts                                   | 9,15,016            |
|           | - Cash in hand  | 83,692              |
|           | <b>Total</b>  | <b>9,98,708</b>     |
| <b>15</b> | <b>Loans</b>  | <b>31.03.2021</b>   |
|           | (Unsecured, considered good)                            |                     |
|           | To related parties                                      | 15,15,00,000        |
|           | To others   | -                   |
|           | <b>Total</b>  | <b>15,15,00,000</b> |
| <b>16</b> | <b>Other current assets</b>                             | <b>31.03.2021</b>   |
|           | Balances with Government authorities (GST input credit) | 79,41,075           |
|           | Prepaid expenses  | 11,21,182           |
|           | GST refund receivable                                   | 71,77,245           |
|           | Fixed deposit (Maturity within 12 months)               | 10,37,000           |
|           | Income tax receivable (Net)                             | 21,34,554           |
|           | Others  | 16,19,769           |
|           | <b>Total</b>  | <b>2,10,30,825</b>  |
| <b>17</b> | <b>Share capital</b>                                    | <b>31.03.2021</b>   |
|           | <b>Authorised capital</b>                               |                     |
|           | 116,000,000 Equity Shares of Rs. 5 each                 | 58,00,00,000        |
|           | <b>Total</b>  | <b>58,00,00,000</b> |
|           | <b>Issued, subscribed and paid-up</b>                   |                     |
|           | 78,453,380 Equity Shares of Rs. 5 each, fully paid up   | 39,22,66,900        |
|           | <b>Total</b>  | <b>39,22,66,900</b> |

**17.1 Terms/ rights attached to equity shares :**

The Company has only one class of Equity shares having a face value of Rs.5 per share. Each holder of equity shares is entitled to one vote per share.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021**
**(AMOUNT IN ₹)**
**17.2 Reconciliation of the number of shares outstanding is set out below:**

| Particulars                        | 31.03.2021       |              |
|------------------------------------|------------------|--------------|
|                                    | Number of Shares | Amount       |
| Number of shares at the beginning  | 78453380         | 39,22,66,900 |
| Add: Shares issued during the year | -                | -            |
| Less: Buyback during the year      | -                | -            |
| Number of shares at the end        | 78453380         | 39,22,66,900 |

**17.2 Details of shareholders holding more than 5 % shares**

| Particulars        | 31.03.2021       |        |
|--------------------|------------------|--------|
|                    | Number of Shares | % held |
| Ratanchand D. Jain | 38637642         | 49.25% |

Note: As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

| 18 Other equity   | 31.03.2021         |
|---|--------------------|
| <b>Share Forfeiture Reserve</b>   |                    |
| As per last balance sheet   | 42,68,000          |
| Add: Addition for the year  | -                  |
| <b>Total (a)</b>  | <b>42,68,000</b>   |
| <b>Surplus/ (deficit) in the Statement of Profit and loss (Refer note 18.2)</b> |                    |
| As per last balance sheet   | 3,04,95,346        |
| Add: Profit/(loss) for the year   | 94,51,498          |
| <b>Total (b)</b>  | <b>3,99,46,844</b> |
| <b>Other comprehensive income</b>   |                    |
| As per last balance sheet   | -                  |
| Add: Movement in OCI (Net) during the year                                      | -                  |
| <b>Total (a+b)</b>  | <b>4,42,14,844</b> |

18.1 Share forfeiture reserve represents amount forfeited equity shares, is not available for distribution as dividend by the Company.

18.2 Surplus / (Deficit) in Statement of Profit and Loss represent net loss remaining after all intra reserve allocations.

| 19 Borrowings                                | 31.03.2021         |
|--|--------------------|
| <b>Non-current borrowings</b>                |                    |
| <b>Secured</b>                               |                    |
| <b>Term loans (Refer note 19.1(a))</b>       |                    |
| - From banks (Refer Note 19.1(a) and 19.2)   | 1,93,21,107        |
| - From others (Refer Note 19.1 (b) and 19.3) | 32,56,026          |
|  | 2,25,77,133        |
| Less: Current maturities of long term loans  | 46,16,752          |
| <b>Total</b>                                 | <b>1,79,60,381</b> |

**19.1 Details of security provided and terms of repayment**

(a) Term Loan from Kotak Mahindra Bank is secured against Office Premises located at Borivali (E), Mumbai.

(b) Secured against hypothecation of Car & further secured by personal guarantee of Managing Director.

19.2 Term loan from bank is repayable in equated monthly instalments and last instalment payable in November 2025.

19.3 Repayment in 48 equal monthly instalments starting from the date of first disbursement i.e. from March, 2020

| 20 Provision                                  | 31.03.2021       |
|---|------------------|
| Provision for gratuity (Refer note 41(ii)(a)) | 17,36,477        |
| <b>Total</b>                                  | <b>17,36,477</b> |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

(AMOUNT IN ₹)

|      |   |                    |
|------|---|--------------------|
| 21   | <b>Borrowings</b>   | <b>31.03.2021</b>  |
|      | <b>Short term borrowings</b>  |                    |
|      | Working capital loan from Bank  | 8,57,17,296        |
|      | <b>Total</b>  | <b>8,57,17,296</b> |
| 21.1 | Working capital loan from Kotak Mahindra Bank Ltd of Rs. 85,717,296 is secured by Hypothecation of present and future stocks of Raw Material, Stock in Process, finished goods and Book debts of the Subsidiary Company and collaterally secured by fixed Assets situated at Palghar & Umbergaon of the Subsidiary company and personal guarantees of two directors |                    |
| 22   | <b>Trade payables</b>   | <b>31.03.2021</b>  |
|      | - Dues of micro enterprises and small enterprises   | -                  |
|      | - Others  | 1,37,21,359        |
|      | <b>Total</b>  | <b>1,37,21,359</b> |
| 22.1 | The amount due to Micro, Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprises Development Act (MSMED Act), 2006 has been determined to the extent such parties have been identified on the basis of information collected by the management.  |                    |
| 23   | <b>Other financial liabilities</b>  | <b>31.03.2021</b>  |
|      | Current maturities of long term borrowings  | 46,16,752          |
|      | <b>Total</b>  | <b>46,16,752</b>   |
| 24   | <b>Other current liabilities</b>  | <b>31.03.2021</b>  |
|      | Advance from customer   | 9,52,469           |
|      | Statutory dues  | 11,10,688          |
|      | Other payable   | 24,69,169          |
|      | <b>Total</b>  | <b>45,32,326</b>   |
| 25   | <b>Provision</b>  | <b>31.03.2021</b>  |
|      | Provision for gratuity (Refer note 41((ii)(a))  | 81,757             |
|      | Provision for Income Tax (net)  | 14,54,200          |
|      | Other provisions  | 12,27,059          |
|      | <b>Total</b>  | <b>27,63,016</b>   |
| 26   | <b>Revenue from operations</b>  | <b>31.03.2021</b>  |
|      | <b>Income from sale of goods and services</b>   |                    |
|      | - Sale of goods   | 9,04,58,187        |
|      | - Sale of Services  | 38,14,493          |
|      | <b>Total</b>  | <b>9,42,72,680</b> |
| 27   | <b>Other income</b>   | <b>31.03.2021</b>  |
|      | Interest income on  |                    |
|      | - on fixed deposit with bank  | 66,828             |
|      | - Interest from Others  | 2,48,789           |
|      | - Interest on advances  | 2,32,79,876        |
|      | Rental income   | 6,30,000           |
|      | Profit on sale of Property, plant and equipment   | 3,22,831           |
|      | Miscellaneous income  | 11,14,632          |
|      | <b>Total</b>  | <b>2,56,62,956</b> |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

(AMOUNT IN ₹)

|              |  |                    |
|--------------|--|--------------------|
| 28           | <b>Cost of Material Consumed (Textile)</b>         | <b>31.03.2021</b>  |
|              | Opening Stock                                      | 6,28,09,064        |
|              | Add : Purchases                                    | 74,61,673          |
|              |  | 7,02,70,737        |
|              | Less: Closing stock                                | 6,41,51,150        |
|              | <b>Cost of Raw Material Consumed</b>               | <b>61,19,587</b>   |
|              | <b>Cost of Material Consumed (Real Estate)</b>     | <b>31.03.2021</b>  |
|              | Opening Stock                                      | -                  |
|              | Add : Purchases                                    | 2,32,05,000        |
|              |  | 2,32,05,000        |
|              | Less: Closing stock                                | 2,32,05,000        |
|              | <b>Cost of Raw Material Consumed</b>               | <b>-</b>           |
| 29           | <b>Purchase of Stock-in-Trade</b>                  | <b>31.03.2021</b>  |
|              | Purchase of Stock-in-Trade                         | 6,82,13,177        |
|              | <b>Cost of Raw Material Consumed</b>               | <b>6,82,13,177</b> |
| 30           | <b>Changes in inventories of finished goods</b>    | <b>31.03.2021</b>  |
|              | Opening Stock of Finished Goods                    | 2,08,06,068        |
|              | Less: Closing Stock of Finished Goods              | 1,85,92,111        |
|              | <b>Total</b>                                       | <b>22,13,957</b>   |
| 31           | <b>Manufacturing expenses</b>                      | <b>31.03.2021</b>  |
|              | Power and fuel                                     | 58,220             |
|              | Job charges  | 2,64,501           |
|              | Consumption of stores and spares                   | 1,30,624           |
|              | Transportation charges                             | 73,455             |
|              | Repair Expenses- Machinery                         | 63,915             |
|              | <b>Total</b>                                       | <b>5,90,715</b>    |
| 32           | <b>Employee benefit expenses</b>                   | <b>31.03.2021</b>  |
|              | Salaries, Wages and Bonus                          | 10,00,343          |
|              | Directors Remuneration                             | 31,80,000          |
|              | Provision for Gratuity                             | 1,08,638           |
|              | Staff welfare expenses                             | 25,048             |
| <b>Total</b> | <b>43,14,029</b>                                   |                    |
| 33           | <b>Finance costs</b>                               | <b>31.03.2021</b>  |
|              | Interest on borrowing                              | 4,33,742           |
|              | <b>Total</b>                                       | <b>4,33,742</b>    |
| 34           | <b>Depreciation and amortisation</b>               | <b>31.03.2021</b>  |
|              | Property, plant & equipment and Right of use asset | 31,28,751          |
|              | Intangible asset                                   | 2,13,50,000        |
|              | <b>Total</b>                                       | <b>2,44,78,751</b> |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

(AMOUNT IN ₹)

| 35 | <b>Other expenses</b>                       | <b>31.03.2021</b> |
|----|---|-------------------|
|    | Licenses, rates and taxes                   | 33,481            |
|    | Brokerage expenses                          | 2,45,018          |
|    | Insurance                                   | 18,598            |
|    | Repairs to others                           | 1,39,125          |
|    | Advertisement & Sales Promotion             | 4,68,629          |
|    | Listing fees and Related Expenses           | 4,80,000          |
|    | RTA/ connectivity charges                   | 3,17,832          |
|    | Legal, professional and consultancy charges | 14,31,150         |
|    | Amalgamation Expenses                       | 6,12,072          |
|    | ROC Filing Fees                             | 14,76,725         |
|    | Auditors' remuneration (Refer Note 35.1)    | 1,60,500          |
|    | Printing and stationery                     | 52,038            |
|    | Travelling and conveyance                   | 86,066            |
|    | Trade Mark                                  | 9,000             |
|    | Donation                                    | 10,000            |
|    | Bank Charges                                | 3,543             |
|    | Interest on TDS                             | 9,158             |
|    | Miscellaneous expenses                      | 36,081            |
|    | Prior period expenses                       | 20,963            |
|    | <b>Total</b>                                | <b>56,09,979</b>  |

| 35.1 | <b>Auditors' remuneration</b> | <b>31.03.2021</b> |
|------|-------------------------------|-------------------|
|      | Statutory audit fees          | 1,00,000          |
|      | Tax audit fees                | 15,000            |
|      | Other services                | 45,500            |
|      | <b>Total</b>                  | <b>1,60,500</b>   |

| Note No. |  |
|----------|--|
| 36       | <p><b>Capital commitments, other commitments and contingent liabilities</b></p> <p><b>1 Capital Commitments.</b><br/>Estimated amount of capital commitments to be executed on capital accounts and not provided for Rs. 17.65 crores as at 31st March, 2021 (Net of advances).</p> <p><b>2 Contingent liability (to the extent not provided for)</b><br/>Contingent Liabilities not provided for in respect of Claims against the company not acknowledge as debt on Stamp duty of Rs.67.99 lacs (Previous Year 67.99 lacs).</p>  |
| 37       | <p><b>Disclosures as required by Indian Accounting Standard (Ind AS) 24 - Related Party Disclosures</b></p> <p><b>i Name and relationships of related parties:</b></p> <p>a Entities in which Director/ KMP and relatives have significant influence Sumati Spintex Private Limited<br/>Rishabraj Estate Developers Private Limited<br/>Rishabraj Infra LLP<br/>(Only where there are transactions/ balances)</p> <p>b Key Management Personnel [KMP]: Ratanchand D Jain (Managing Director)<br/>Harsh Mehta (Executive Director &amp; CFO)</p> <p>c Relatives of KMP Ganpat R Jain<br/>Harish R Jain<br/>(Only where there are transactions) Kiran R Jain<br/>Leena K. Jain<br/>Rekha H Jain</p> <p>d Additional related parties ('KMP's) as per Companies Act, 2013 with whom transactions have taken place during the year Sanjay R Vishwakarma (Company Secretary)</p> |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

(AMOUNT IN ₹)

| Note No. |  |  | 31.03.2021                                  |                   |
|----------|--|--|---|-------------------|
| 38       | ii   | <b>Transactions with related parties</b>   |   |                   |
|          |  | <b>Nature of transaction</b>   | <b>Name of the party</b>                    |                   |
|          |  | Remuneration paid  | Ratanchand D. Jain                          | 32,50,000         |
|          |  | Salary paid  | Harsh Mehta                                 | 1,80,000          |
|          |  |  | Sanjay Vishwakarma                          | 4,74,200          |
|          |  | Purchase of Goods  | Sumati Spintex Private Limited              | 2,56,02,439       |
|          |  | Advances Given   | Rishabraj Estate Developers Private Limited | 1,69,29,582       |
|          |  |  | Rishabraj Infra LLP                         | 1,68,90,541       |
|          |  | Rent Paid  | Raj Rajendra Industries Limited             | 42,500            |
|          |  | Purchase of Shares of<br>Raj Rajendra Industries Limited   | Ganpath R. Jain                             | 3,23,01,585       |
|          |  |  | Harish R. Jain                              | 3,13,56,090       |
|          |  |  | Kiran R. Jain                               | 3,58,14,150       |
|          |  |  | Leena Kiran Jain                            | 2,22,75,000       |
|          |  |  | Rekha H Jain                                | 2,22,07,500       |
|          |  | iii  | <b>Related party outstanding balances:</b>  |                   |
|          |  | <b>Nature of transaction</b>   | <b>Name of the party</b>                    | <b>31.03.2021</b> |
|          | Advances Given   | Rishabraj Infra LLP  | 7,00,00,000                                 |                   |
|          |  | Rishabraj Estate Developers Private Limited  | 8,15,00,000                                 |                   |
|          | Property Advances Given  | Rishabraj Estate Developers Private Limited  | 10,00,000                                   |                   |
|          | Investment in shares   | Sumati Spintex Private Limited   | 2,29,72,400                                 |                   |
|          |  | Rishabraj Estate Developers Private Limited  | 1,15,00,000                                 |                   |
|          |  | <b>Notes:</b>  |   |                   |
| a        | Transactions with related parties and outstanding balances at the year end are disclosed at transaction value.   |  |   |                   |
| b        | Transactions with related parties are disclosed from the date when relationship came into existence.   |  |   |                   |
| iv       | <b>Terms and conditions of transactions with related parties</b>   |  |   |                   |
|          | The 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. For the year ended 31st March 2021, the Group has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates. |  |   |                   |
|          | <b>Breakup of compensation to key managerial personnel</b>   |  |   |                   |
|          | Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.   |  |   |                   |
|          |  | <b>Particulars</b>   | <b>31.03.2021</b>                           |                   |
|          |  | Short term employee benefits   |   |                   |
|          | i.   | Remuneration paid to Directors   | 34,30,000                                   |                   |
|          | ii.  | Salary paid to Other KMP   | 4,74,200                                    |                   |
|          |  | Other long term benefits*  | -   |                   |
|          |  | <b>Total</b>   | <b>39,04,200.00</b>                         |                   |
|          |  | *As the liabilities for defined benefit plans are provided on actuarial basis for the company as a whole, the amounts pertaining to Key Management Personnel are not included. |   |                   |
| 39       |  | <b>Disclosures as required by Indian Accounting Standard (Ind AS) 108 - Operating Segments</b>   |   |                   |
|          | The primary segment reporting format is determined to be business segments as the company's risks and rates of return are affected predominantly by differences in the segments being operated, Secondary information is reported geographically. Accordingly, the Company has identified " Textiles", " Real Estate Development" as the operating segments.   |  |   |                   |
|          | The Company operates only in India and therefore the analysis of geographical segments is limited to Indian operations only.   |  |   |                   |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

(AMOUNT IN ₹)

| Note No.                                  | Particulars  | Textile and Allied activities  | Real Estate       | Total       |
|---|--|--|-------------------|-------------|
| 40  | <b>a</b>   |  |                   |             |
|   | <b>Segment Revenue</b>   |  |                   |             |
|   | <b>Gross Revenue from sale of product and services</b>   | 9,42,72,680  | -                 | 9,42,72,680 |
|   | <b>b</b>   |  |                   |             |
|   | <b>Segment Results</b>   | 1,71,35,244  | -                 | 1,71,35,244 |
|   | <b>Total</b>   | 1,71,35,244  | -                 | 1,71,35,244 |
|   | Unallocated corporate expenses (net of unallocated income)   |  |                   | 87,39,803   |
|   | <b>Profit before interest and tax</b>  |  |                   | 83,95,441   |
|   | Finance costs  |  |                   | 4,33,742    |
|   | <b>Profit before tax</b>   |  |                   | 79,61,699   |
|   | Less: Tax expenses   |  |                   | (20,19,486) |
|   | <b>Profit for the year</b>   |  |                   | 99,81,185   |
|   | <b>c</b>   |  |                   |             |
| <b>Other information</b>                  |  |  |                   |             |
| Segment Assets                            | 67,58,55,656   | 2,32,05,000  | 69,90,60,656      |             |
| Segment Liabilities                       | 13,10,47,607   | -  | 13,10,47,607      |             |
| Unallocated corporate assets/ liabilities | -  | -  | -                 |             |
| Depreciation and amortization             | 2,44,78,751  | -  | 2,44,78,751       |             |
| <b>Earnings per share</b>                 |  |  |                   |             |
|   | <b>Particulars</b>   |  | <b>31.03.2021</b> |             |
|   | <b>Basic and diluted earning per share</b>   |  |                   |             |
|   | Profit attributable to the equity holders of the Company   |  | 94,51,498         |             |
|   | Weighted average number of equity shares   |  | 7,84,53,380       |             |
|   | Face value per equity share (Rs.)  |  | 5                 |             |
|   | Basic and diluted earnings per share (Rs.)   |  | 0.12              |             |
| 41  | <b>Disclosure relating to employee benefits as per Ind AS 19 'Employee Benefits'</b>   |  |                   |             |
| i   | <b>Disclosures for defined contribution plan</b>   |  |                   |             |
|   | The Group has certain defined contribution plans. The obligation of the Company is limited to the amount contributed and it has no further contractual obligation.   |  |                   |             |
| ii  | <b>Disclosures for defined benefit plans</b>   |  |                   |             |
| a   | <b>Defined benefit obligations - Gratuity (funded)</b>   |  |                   |             |
|   | The Group has a defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, every employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the employee's length of service and salary at retirement age. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn) for each completed year of service as per the provisions of the Payment of Gratuity Act, 1972. The scheme is unfunded. |  |                   |             |
|   | <b>Risks associated with plan provisions</b>   |  |                   |             |
|   | Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follows:   |  |                   |             |
|   | Interest rate risk   | The defined benefit obligation is calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.   |                   |             |
|   | Salary inflation risk  | Higher than expected increases in salary will increase the defined benefit obligation.   |                   |             |
|   | Demographic risk   | This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. |                   |             |
|   | For determination of the liability in respect of compensated gratuity, the Group has used following actuarial assumptions:   |  |                   |             |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

(AMOUNT IN ₹)

| Note No. | Particulars  | 2020-2021                                       |
|----------|--|---|
|          | Discount Rate (per annum)                                    | 6.77%   |
|          | Salary Escalation (per annum)                                | 3% - 4%   |
|          | Attrition Rate (per annum)                                   | 3.00%   |
|          | Mortality Rate   | As per Indian Assured Lives Mortality (2012-14) |
|          | <b>Changes in the present value of obligations</b>           | <b>2020-2021</b>                                |
|          | Liability at the beginning of the year                       | -   |
|          | Add: Liability acquired on acquisition of subsidiary         | 18,18,234                                       |
|          | Interest cost  | -   |
|          | Current service cost   | -   |
|          | Benefits paid  | -   |
|          | Past service cost  | -   |
|          | Actuarial (gain)/loss on obligations                         | -   |
|          | <b>Liability at the end of the year</b>                      | <b>18,18,234</b>                                |
|          | <b>Amount recognized in the Balance Sheet:</b>               |   |
|          | Liability at the end of the year                             | 18,18,234                                       |
|          | Fair value of plan assets at the end of the year             | -   |
|          | <b>Amount recognized in Balance Sheet</b>                    | <b>18,18,234</b>                                |
|          | <b>Balance sheet reconciliation</b>                          |   |
|          | Opening net liability  | -   |
|          | Add: Liability acquired on acquisition of subsidiary         | 18,18,234                                       |
|          | Expense recognised in Statement of Profit and Loss & OCI     | -   |
|          | <b>Amount recognized in Balance Sheet</b>                    | <b>18,18,234</b>                                |
|          | Non current portion of defined benefit obligation            | 17,36,477                                       |
|          | Current portion of defined benefit obligation                | 81,757  |
|          | <b>Sensitivity analysis of benefit obligation (Gratuity)</b> |   |
|          | <b>Particulars</b>   | <b>2020-21</b>                                  |
|          | <b>a) Impact of change in discount rate</b>                  |   |
|          | <b>Present value of obligation at the end of the year</b>    |   |
|          | a) Impact due to increase of 1%                              | 15,78,626                                       |
|          | b) Impact due to decrease of 1%                              | 21,04,653                                       |
|          | <b>b) Impact of change in salary growth</b>                  |   |
|          | <b>Present value of obligation at the end of the year</b>    |   |
|          | a) Impact due to increase of 1%                              | 21,20,664                                       |
|          | b) Impact due to decrease of 1%                              | 15,62,678                                       |
|          | <b>c) Impact of change in withdrawal rate</b>                |   |
|          | <b>Present value of obligation at the end of the year</b>    |   |
|          | a) withdrawal rate Increase                                  | 18,86,469                                       |
|          | b) withdrawal rate decrease                                  | 17,40,587                                       |
|          | <b>Maturity profile of defined benefit obligation</b>        |   |
|          | <b>Particulars</b>   |   |
|          | Weighted average duration of the defined benefit obligation  | 18.00   |
|          | Projected benefit obligation                                 | 18,18,234                                       |
|          | Accumulated benefit obligation                               | 18,18,234                                       |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

(AMOUNT IN ₹)

| Note No. |    |  |                        |                    |                         |
|----------|----|--|------------------------|--------------------|-------------------------|
|          |    | <b>Pay-out analysis</b>  |                        |                    |                         |
|          |    | <b>Particulars</b>   |                        |                    |                         |
|          |    | 1st year   |                        |                    | 81,757                  |
|          |    | 2nd year   |                        |                    | 32,438                  |
|          |    | 3rd year   |                        |                    | 35,362                  |
|          |    | 4th year   |                        |                    | 37,467                  |
|          |    | 5th year   |                        |                    | 39,268                  |
|          |    | Next 5 year pay-out (6-10 year)  |                        |                    | 3,14,094                |
| 42       | b  | <b>Compensated absences (non-funded)</b>   |                        |                    |                         |
|          |    | As per the policy of the Group, obligations on account of benefit of accumulated leave of an employee is settled every year and there is no accumulation of leave. Such liability is recognised on accrual basis calculated arithmetically based on year end unpaid leave compensation which is going to be paid in subsequent year.   |                        |                    |                         |
|          |    | <b>Note on Cash Flow Statement</b>   |                        |                    |                         |
|          | i  | The aggregate amount of outflow on account of direct taxes paid is Rs. 6,82,154.   |                        |                    |                         |
|          | ii | Changes in financing liabilities arising from cash and non-cash changes:   |                        |                    |                         |
|          |    | <b>Particulars</b>   | <b>Opening balance</b> | <b>Cash flows</b>  | <b>Non-cash changes</b> |
|          |    |  | <b>01.04.2020</b>      | <b>2020-2021</b>   |                         |
|          |    |  |                        |                    | <b>31.03.2021</b>       |
|          |    | Borrowings<br>(including interest dues)  | 39,29,523              | 1,04,40,764        | 9,39,24,142             |
|          |    | <b>Total</b>   | <b>39,29,523</b>       | <b>1,04,40,764</b> | <b>9,39,24,142</b>      |
| 43       |    | <p>The outbreak of COVID-19 across the globe and in India has resulted in pandemic requiring unprecedented steps to combat it. Consequent to the nation-wide lockdown imposed by the appropriate Government from March 24, 2020 to prevent the spread thereof, the company had to shut down its factories and all its operational activities across its locations, impacting the business during the quarter. The company has taken and shall continue to take various precautionary measures to protect employees and their families from COVID-19.</p> <p>Significant decline in the economic activity of the whole nation and the disruption created across the businesses have affected the operations of the company as well, the impact whereof would evolve around the developments taking place in forthcoming months.</p> <p>The operations of the company have resumed in a partial manner at manufacturing locations from June 2020, taking cognizance of the Governments' views around resuming manufacturing activities with controlled entry and exit facilities, maintaining appropriate distancing and following other directives of the regulatory authorities.</p> <p>Further, the company expects to recover the carrying amount of all its assets including inventory, receivables and loans in the ordinary course of business based on information available on current economic conditions. The company is continuously monitoring any material changes in future economic conditions for taking prompt corrective actions within its purview and would keep assessing the impact for taking appropriate cognizance in financial reporting in the forthcoming quarters.</p> |                        |                    |                         |
| 44       | a  | <b>Leases (Ind AS 116)</b>   |                        |                    |                         |
|          |    | <b>As lessee</b>   |                        |                    |                         |
|          |    | Effective April 1, 2019, the company adopted Ind AS 116 and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method. Consequently, the company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at an amount equal to lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application.   |                        |                    |                         |
|          |    | The incremental borrowing rate applied to lease liabilities - 9.5% p.a.  |                        |                    |                         |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

(AMOUNT IN ₹)

| Note No. |   |                                   |                     |                                     |                    |                     |
|----------|---|-----------------------------------|---------------------|-------------------------------------|--------------------|---------------------|
|          | Following is the information pertaining to leases for the year ended March 2021:  |                                   |                     |                                     |                    |                     |
|          | <b>Particulars</b>  | <b>31.03.2021</b>                 |                     |                                     |                    |                     |
|          | a. Depreciation charge for Right to Use Asset   | -                                 |                     |                                     |                    |                     |
|          | b. Interest expense on Lease Liability  | -                                 |                     |                                     |                    |                     |
|          | c. Expense relating to short term leases accounted in profit & loss   | -                                 |                     |                                     |                    |                     |
|          | d. Total Cash Outflow for leases for the period   | -                                 |                     |                                     |                    |                     |
|          | e. Additions to Right to use Assets   | 30,17,235                         |                     |                                     |                    |                     |
|          | f. Carrying Amount of Right to use Assets as on March 31, 2021  | 29,06,521                         |                     |                                     |                    |                     |
| b        | <b>As Lessor:</b>   |                                   |                     |                                     |                    |                     |
|          | The company has given certain part of its property on operating lease. These lease arrangements are for a period of 2 years and cancellable. Rental income from leasing of property of Rs. 6,72,500 is recognised in the Statement of Profit and Loss. The initial direct cost (if any) is charged off to expenses in the year in which it is incurred. |                                   |                     |                                     |                    |                     |
|          | The company has not given any property under non-cancellable operating lease.   |                                   |                     |                                     |                    |                     |
| 45       | Disclosure of additional information pertaining to parent and subsidiary as required under schedule III to the Companies Act, 2013 are as given below.  |                                   |                     |                                     |                    |                     |
|          | Name of the Entity  | Net Assets                        |                     | Share in total comprehensive income |                    |                     |
|          |   | As % of Consolidated net assets   | Amount              | As % of Consolidated profit or loss | Amount             |                     |
|          | <b>Holding Company</b>  |                                   |                     |                                     |                    |                     |
|          | RRIL Limited  | 76.72%                            | 43,57,82,662        | 87.69%                              | 87,52,416          |                     |
|          | <b>Subsidiary</b>   |                                   |                     |                                     |                    |                     |
|          | Raj Rajendra Industries Limited   | 0.12%                             | 6,99,082            | 7.00%                               | 6,99,082           |                     |
|          | Minority interest in subsidiary   | 23.16%                            | 13,15,31,305        | 5.31%                               | 5,29,686           |                     |
|          | <b>Total</b>  | <b>100.00%</b>                    | <b>56,80,13,049</b> | <b>100.00%</b>                      | <b>99,81,185</b>   |                     |
| 46       | Note: The above figures are after eliminating intra group transactions and intra group balances as at 31st March 2021.  |                                   |                     |                                     |                    |                     |
|          | <b>Expenditure incurred in foreign currency :</b>   |                                   |                     |                                     |                    |                     |
|          | Transactions in foreign currencies are initially recorded at their respective spot rates at the date the transaction and exchange differences arising on settlement or translation of monetary items are recognized in the statement of profit and loss in the period in which they arise.  |                                   |                     |                                     |                    |                     |
| 47       | Additional information as required by para 5 of General Instructions for preparation of Statement of Profit and Loss (other than already disclosed above) are either Nil or Not Applicable.   |                                   |                     |                                     |                    |                     |
| 48       | <b>Financial instruments - Accounting classifications &amp; fair value measurement</b>  |                                   |                     |                                     |                    |                     |
| a        | <b>Financial instruments by category</b>  |                                   |                     |                                     |                    |                     |
|          | Sr. No.   | Particulars                       | 31.03.2021          |                                     |                    |                     |
|          |   |                                   | Amortised Cost      | FVTOCI                              | FVTPL              | Total               |
|          | <b>A</b>  | <b>Financial assets</b>           |                     |                                     |                    |                     |
|          | (i)   | Non-current investments           | -                   | -                                   | 3,45,72,400        | 3,45,72,400         |
|          | (ii)  | Other non-current financial asset | 3,90,65,389         | -                                   | -                  | 3,90,65,389         |
|          | (iii)   | Trade receivables (net)           | 5,44,07,296         | -                                   | -                  | 5,44,07,296         |
|          | (iv)  | Cash and cash equivalents         | 9,98,708            | -                                   | -                  | 9,98,708            |
|          | (v)   | Loans                             | 15,15,00,000        | -                                   | -                  | 15,15,00,000        |
|          |   | <b>Total financial assets</b>     | <b>24,59,71,393</b> | <b>-</b>                            | <b>3,45,72,400</b> | <b>28,05,43,793</b> |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

(AMOUNT IN ₹)

| Note No. |  |                             |                                    |  |                                     |  |
|----------|--|-----------------------------|------------------------------------|--|-------------------------------------|--|
|          | <b>B Financial liabilities</b>   |                             |                                    |  |                                     |  |
|          | (i) Non-current borrowings   | 1,79,60,381                 | -                                  | -                                      | 1,79,60,381                         |  |
|          | (ii) Current borrowings  | 8,57,17,296                 | -                                  | -                                      | 8,57,17,296                         |  |
|          | (iii) Trade payables   | 1,37,21,359                 | -                                  | -                                      | 1,37,21,359                         |  |
|          | (iv) Other current financial liabilities   | 46,16,752                   | -                                  | -                                      | 46,16,752                           |  |
|          | <b>Total financial liabilities</b>   | <b>12,20,15,788</b>         | -                                  | -                                      | <b>12,20,15,788</b>                 |  |
|          | <b>FVTOCI - Fair Value Through Other Comprehensive Income / FVTPL - Fair Value Through Profit or Loss</b>  |                             |                                    |  |                                     |  |
| <b>b</b> | <b>Fair valuation techniques</b>   |                             |                                    |  |                                     |  |
|          | The Group maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.  |                             |                                    |  |                                     |  |
|          | The management assessed that fair value of Financial assets, Non-current investments, Other non-current financial asset, Financial liabilities and Non-current borrowings approximate their carrying amounts largely due to the short-term maturities of these instruments. Further, the management has assessed that fair value will be approximate to their carrying amounts as they are priced to market interest rates on or near the end of reporting period. |                             |                                    |  |                                     |  |
| <b>c</b> | <b>Fair value hierarchy</b>  |                             |                                    |  |                                     |  |
|          | Financial assets and financial liabilities are measured at fair value in the financial statement and are grouped into three levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:  |                             |                                    |  |                                     |  |
|          | Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.  |                             |                                    |  |                                     |  |
|          | Level 2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.  |                             |                                    |  |                                     |  |
|          | Level 3 : Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.  |                             |                                    |  |                                     |  |
| <b>d</b> | <b>Financial assets/ liabilities measured at fair value</b>  |                             |                                    |  |                                     |  |
|          | The following table represents the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis.   |                             |                                    |  |                                     |  |
|          | <b>Particulars</b>   | <b>Level</b>                | <b>31.03.2021</b>                  |  |                                     |  |
|          |  |                             | <b>Carrying value</b>              | <b>Fair value</b>                      |                                     |  |
|          | <b>Financial assets</b>  |                             |                                    |  |                                     |  |
|          | Non-current investments  | Level 3                     | 3,45,72,400                        | 3,45,72,400                            |                                     |  |
|          | <b>Total financial assets</b>  |                             | <b>3,45,72,400</b>                 | <b>3,45,72,400</b>                     |                                     |  |
| <b>e</b> | <b>Valuation techniques used to determine fair value</b>   |                             |                                    |  |                                     |  |
|          | The level 3 hierarchy includes financial assets measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.  |                             |                                    |  |                                     |  |
|          | Discounted cash flow method (income approach) is used for valuation of investment in equity instruments.   |                             |                                    |  |                                     |  |
| <b>f</b> | <b>The following table summarizes the quantitative information about the significant unobservable inputs used in level 3 fair value measurements. See (e) above for the valuation techniques adopted.</b>  |                             |                                    |  |                                     |  |
|          | <b>Sr. No.</b>   | <b>Particulars</b>          | <b>Fair value as at 31.03.2021</b> | <b>Significant unobservable inputs</b> | <b>Probability - Weighted range</b> | <b>Sensitivity Impact<sup>^</sup></b>                    |
|          |  |                             |                                    |  |                                     | <b>Reduction in discount rate FV Increase*</b>           |
|          |  |                             |                                    |  |                                     | <b>Increase in discount rate FV Decrease<sup>^</sup></b> |
|          |  |                             |                                    |  |                                     | 31.03.2021   |
|          |  |                             |                                    |  |                                     | 31.03.2020   |
|          | 1  | Unlisted equity instruments | 3,45,72,400                        | Discount Rate                          | 1.00%                               | Rs. 36,447,300   |
|          |  |                             |                                    |  |                                     | Rs. 32,588,300   |
|          | *Sensitivity has been considered for mentioned inputs, keeping the other variables constant. There were no significant inter-relationships between unobservable inputs that materially affect fair values.   |                             |                                    |  |                                     |  |
|          | <sup>^</sup> This represents increase/ decrease in fair values considering changes in inputs.  |                             |                                    |  |                                     |  |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

(AMOUNT IN ₹)

| Note No. |  |  |                                       |
|----------|--|--|---------------------------------------|
| g        | <b>The following table presents the changes in level 3 items for the year ended 31 March 2021:</b>   |  |                                       |
|          | <b>Particulars</b>   | <b>Investment in equity instrument</b> |                                       |
|          | <b>As at 31st March 2020</b>   | <b>3,45,72,400</b>                     |                                       |
|          | Acquisition during the year  | -                                      |                                       |
|          | Disposal during the year   | -                                      |                                       |
|          | Gains/(loss) recognised in other comprehensive income/ Statement of profit and loss  | -                                      |                                       |
|          | <b>As at 31st March 2021</b>   | <b>3,45,72,400</b>                     |                                       |
| h        | <b>Fair value of instruments measured at amortised cost:</b>   |  |                                       |
|          | <b>Particulars</b>   | <b>Level</b>                           | <b>31.03.2021</b>                     |
|          |  |  | <b>Carrying value      Fair value</b> |
|          | <b>Financial assets</b>  |  |                                       |
|          | Investment   | Level 3                                | 3,45,72,400      3,45,72,400          |
|          | Loans  | Level 3                                | 3,90,65,389      3,90,65,389          |
|          | Trade receivable   | Level 3                                | 5,44,07,296      5,44,07,296          |
|          | Cash and cash equivalent   | Level 3                                | 9,98,708      9,98,708                |
|          | Loans  | Level 3                                | 15,15,00,000      15,15,00,000        |
|          | <b>Total financial assets</b>  |  | <b>28,05,43,793      28,05,43,793</b> |
|          | <b>Financial liabilities</b>   |  |                                       |
|          | Borrowings   | Level 3                                | 10,36,77,677      10,36,77,677        |
|          | Trade payable  | Level 3                                | 1,37,21,359      1,37,21,359          |
|          | Other financial liabilities  | Level 3                                | 46,16,752      46,16,752              |
|          | <b>Total financial liabilities</b>   |  | <b>12,20,15,788      12,20,15,788</b> |
|          | Notes:   |  |                                       |
| (i)      | The above disclosures are given only for non-current financial assets and non-current financial liabilities. Short term financial assets and current financial liabilities (investment, cash and cash equivalents, other receivables, trade payables and other current financial liabilities) represents the best estimate of fair value.  |  |                                       |
| (ii)     | Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Group could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.  |  |                                       |
| (iii)    | There have been no transfers between Level 1 and Level 2 for the years ended March 31, 2021.   |  |                                       |
| 49       | <b>Risk management framework</b>   |  |                                       |
|          | The Company's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risk faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Company's Board of Director oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Board of Directors is assisted in its oversight role by internal audit team. Internal audit team undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Board of Directors. |  |                                       |
|          | The Group has exposure to the following risks arising from financial instruments:  |  |                                       |
|          | <ul style="list-style-type: none"> <li>• Credit risk;</li> <li>• Liquidity risk;</li> <li>• Market risk</li> </ul>   |  |                                       |
| a        | <b>Credit risk :</b>   |  |                                       |
|          | Credit risk arises from the possibility that customers or counterparty to financial instruments may not be able to meet their obligations. To manage this, the Group periodically assesses the financial reliability of customers, taking into account the   |  |                                       |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021

(AMOUNT IN ₹)

| Note No.                            |   |               |                      |                   |             |            |  |  |  |                 |               |                      |                   |                          |          |   |             |   |                      |             |             |   |   |                |             |             |   |   |                                     |           |   |           |   |
|-------------------------------------|---|---------------|----------------------|-------------------|-------------|------------|--|--|--|-----------------|---------------|----------------------|-------------------|--------------------------|----------|---|-------------|---|----------------------|-------------|-------------|---|---|----------------|-------------|-------------|---|---|-------------------------------------|-----------|---|-----------|---|
|                                     | <p>financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivable. Credit risks arises from cash and cash equivalents, deposits with banks, financial institutions and others, as well as credit exposures to customers, including outstanding receivables.</p> <p>The Group considers factors such as track record, size of institutions, market reputation and service standards to select banks with which balances and deposits are maintained. the balances and fixed deposits are generally maintained with the banks with whom the Group has regular transactions. Further, the Group does not maintain significant cash in hand other than those required for its day to day operations. Considering the same, the Group is not exposed to expected credit loss of cash and cash equivalent and bank balances.</p> <p>The Group has established a credit policy under which each new customer is analysed individually for creditworthiness before entering into contract. Sale limits are established for each customer, reviewed regularly and any sales exceeding those limits require approval from the appropriate authority. There are no significant concentrations of credit risk within the Group.</p>   |               |                      |                   |             |            |  |  |  |                 |               |                      |                   |                          |          |   |             |   |                      |             |             |   |   |                |             |             |   |   |                                     |           |   |           |   |
| <b>b</b>                            | <p><b>Liquidity risk :</b></p> <p>Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Group's reputation.</p> <p>Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows to ensure it has sufficient cash to meet operational needs. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance and compliance with internal statement of financial position ratio targets.</p> <p>The company has outstanding borrowing through Current and Non-Current borrowings from Banks and third parties. Carrying amounts are as below:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2" style="text-align: left;">Particulars</th> <th colspan="4" style="text-align: center;">31.03.2021</th> </tr> <tr> <th style="text-align: center;">Carrying Amount</th> <th style="text-align: center;">within 1 year</th> <th style="text-align: center;">Between 1 to 5 years</th> <th style="text-align: center;">More than 5 years</th> </tr> </thead> <tbody> <tr> <td>Borrowings (Non-current)</td> <td style="text-align: right;">17960381</td> <td style="text-align: center;">-</td> <td style="text-align: right;">1,79,60,381</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Borrowings (Current)</td> <td style="text-align: right;">8,57,17,296</td> <td style="text-align: right;">8,57,17,296</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Trade payables</td> <td style="text-align: right;">1,37,21,359</td> <td style="text-align: right;">1,37,21,359</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Other current financial liabilities</td> <td style="text-align: right;">46,16,752</td> <td style="text-align: center;">-</td> <td style="text-align: right;">46,16,752</td> <td style="text-align: center;">-</td> </tr> </tbody> </table> |               |                      |                   | Particulars | 31.03.2021 |  |  |  | Carrying Amount | within 1 year | Between 1 to 5 years | More than 5 years | Borrowings (Non-current) | 17960381 | - | 1,79,60,381 | - | Borrowings (Current) | 8,57,17,296 | 8,57,17,296 | - | - | Trade payables | 1,37,21,359 | 1,37,21,359 | - | - | Other current financial liabilities | 46,16,752 | - | 46,16,752 | - |
| Particulars                         | 31.03.2021  |               |                      |                   |             |            |  |  |  |                 |               |                      |                   |                          |          |   |             |   |                      |             |             |   |   |                |             |             |   |   |                                     |           |   |           |   |
|                                     | Carrying Amount   | within 1 year | Between 1 to 5 years | More than 5 years |             |            |  |  |  |                 |               |                      |                   |                          |          |   |             |   |                      |             |             |   |   |                |             |             |   |   |                                     |           |   |           |   |
| Borrowings (Non-current)            | 17960381  | -             | 1,79,60,381          | -                 |             |            |  |  |  |                 |               |                      |                   |                          |          |   |             |   |                      |             |             |   |   |                |             |             |   |   |                                     |           |   |           |   |
| Borrowings (Current)                | 8,57,17,296   | 8,57,17,296   | -                    | -                 |             |            |  |  |  |                 |               |                      |                   |                          |          |   |             |   |                      |             |             |   |   |                |             |             |   |   |                                     |           |   |           |   |
| Trade payables                      | 1,37,21,359   | 1,37,21,359   | -                    | -                 |             |            |  |  |  |                 |               |                      |                   |                          |          |   |             |   |                      |             |             |   |   |                |             |             |   |   |                                     |           |   |           |   |
| Other current financial liabilities | 46,16,752   | -             | 46,16,752            | -                 |             |            |  |  |  |                 |               |                      |                   |                          |          |   |             |   |                      |             |             |   |   |                |             |             |   |   |                                     |           |   |           |   |
| <b>c</b>                            | <p><b>Market risk</b></p> <p>Market risk is the risk that the changes in market prices such as foreign exchange rates, interest rates and equity prices 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 risk exposures within acceptable parameters, while optimising the return. The pre dominant currency of the Company's revenue and operating cash flows is Indian Rupees (INR). Company does not have any earnings in foreign currency. There is no foreign currency risk as there is no outstanding foreign currency exposure at the year end.</p>   |               |                      |                   |             |            |  |  |  |                 |               |                      |                   |                          |          |   |             |   |                      |             |             |   |   |                |             |             |   |   |                                     |           |   |           |   |
| <b>d</b>                            | <p><b>Interest Rate Risk</b></p> <p>The Group has taken term loans from bank and others. With respect to loans from banks and others aggregating to Rs. 1,93,21,107 as at 31st March 2021, interest rate is fixed. Therefore, there are no interest rate risks, since neither the carrying amount nor the future cash flows will fluctuate because of change in market interest rates.</p>  |               |                      |                   |             |            |  |  |  |                 |               |                      |                   |                          |          |   |             |   |                      |             |             |   |   |                |             |             |   |   |                                     |           |   |           |   |
| <b>50</b>                           | <p><b>Capital risk management</b></p> <p>The Group manages its capital to ensure that it will be able to continue as a going concern so, that they can continue to provide returns for shareholders and benefits for other stakeholders and maintain an optimal capital structure to reduce cost of capital. The Group manages its capital structure and make adjustments to, in light of changes in economic conditions, and the risk characteristics of underlying assets. In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define the capital structure requirements.</p> <p>Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. The ratio is calculated as net debt divided by equity. Net debt is calculated as total borrowing (including current and non-current terms loans as shown in the balance sheet).</p>   |               |                      |                   |             |            |  |  |  |                 |               |                      |                   |                          |          |   |             |   |                      |             |             |   |   |                |             |             |   |   |                                     |           |   |           |   |



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2021**
**(AMOUNT IN ₹)**

| Note No. |   | 31.03.2021        |
|----------|---|-------------------|
|          | The Group monitors capital using 'Total Debt' to 'Equity'. The Group's Total Debt to Equity are as follows:   |                   |
|          | <b>Particulars</b>  | <b>31.03.2021</b> |
|          | Total debt*   | 10,36,77,677      |
|          | Total capital (total equity shareholder's fund)   | 43,64,81,744      |
|          | Net debt to equity ratio  | 0.24              |
|          | * Total debt = Non-current borrowings + current borrowings + current maturities of non-current borrowings   |                   |
| 51       | Additional information as required by para 5 of General Instructions for preparation of Statement of Profit and Loss (other than already disclosed above) are either Nil or Not Applicable. |                   |
| 52       | This is first year of Consolidated Financial Statement, hence comparative figures for previous year are not given.  |                   |

As per our report of even date

**For Subramaniam Bengali & Associates**

 Chartered Accountants  
 Firm Reg No: 127499W

**For and on behalf of the Board**
**CA Rajiv Bangali**  
**Partner**

Mem No: 043998

**Mumbai, 29.05.2021**
**Ratanchand D Jain**  
**Managing Director**  
**DIN: 01604521**
**Mumbai, 29.05.2021**
**Harsh Mehta**  
**Executive Director & CFO**  
**DIN: 08315401**
**Sanjay R vishwakarma**  
**Company Secretary**

## FORM NO. AOC-1

Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to subsidiary companies

## Part "A": Subsidiary

(Amount in Rs.)

| Sr. No. | Particulars                                    | Details                         |
|---------|--|---------------------------------|
| 1       | Name of the subsidiary                         | Raj Rajendra Industries Limited |
| 2       | The date since when subsidiary was acquired    | 25.03.2021                      |
| 3       | Reporting period for the subsidiary concerned, | 31.03.2021                      |
| 4       | Reporting currency                             | INR                             |
| 5       | Share capital                                  | 85,00,000                       |
| 6       | Reserves & surplus                             | 22,01,27,069                    |
| 7       | Total assets                                   | 44,16,81,193                    |
| 8       | Total Liabilities                              | 13,65,54,124                    |
| 9       | Investments                                    | 2,30,72,400                     |
| 10      | Turnover                                       | 30,47,69,619                    |
| 11      | Profit before taxation                         | 85,33,359                       |
| 12      | Provision for taxation                         | 29,38,943                       |
| 13      | Profit after taxation                          | 77,29,207                       |
| 14      | Proposed Dividend                              | NIL                             |
| 15      | % of shareholding                              | 56.89%                          |

**Notes:** The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations : NA
- Names of subsidiaries which have been liquidated or sold during the year : NA

**Part "B": Associates and Joint Ventures** : Not Applicable

For and on behalf of the Board

Ratanchand D. Jain  
Managing Director  
DIN: 01604521

Harsh Mehta  
Executive Director  
DIN: 08315401

Sanjay R Vishwakarma  
Company Secretary

Place: Mumbai  
Dated: 29.05.2021

