

RADHA MADHAV CORPORATION LIMITED

Annual Report 2021 - 2022

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DIRECTORS' REPORT

To,
The Members,
Radha Madhav Corporation Limited,

Dear Sir/Madam,

Your Director's have pleasure in presenting to you the Eighteenth (18th) Annual Report of the Company and the Audited Financial Statement for the year ended 31st March 2022.

1. OVERVIEW OF THE COMPANY (CORPORATE INSOLVENCY RESOLUTION PROCESS)

Mr. Harish Vedkumar Anand, Proprietor of Anand Enterprises filed an application against the company for initiation of CIRP. The application got admitted on October 22, 2020. Since then, the company is in control of the Resolution Professional.

Pursuant to the Insolvency Commencement Order and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

Provided that the role and responsibilities of the board of directors as specified under regulation 17 shall be fulfilled by the resolution professional.

Subsequently, Vama Construction filed Resolution Plan which was approved by Hon'ble NCLT vide order dated August 1, 2022.

The company is now in control of Vama Construction and its nominees.

2. FINANCIAL RESULT

The Company's performance during the year ended 31st March, 2022 as compare to the previous year, is summarized below:

	(Rs. In million)	
	2021-2022	2020-2021
Income from operations		
(a) Revenue from operations	3.42	9.47
(b) Other Income	7.91	11.76
Total income	11.33	21.23
Less: Total expenses	18.06	91.37
Profit before exceptional items and tax	(6.73)	(70.14)
Less: Exceptional Items	-	-
Profit before tax	(6.73)	(70.14)
Less: Tax expenses	-	-
Profit /(Loss) after tax	(6.73)	(70.14)
Other Comprehensive income	-	6.07
Total Comprehensive income for the year	(6.73)	(64.07)
Earnings Per Share (EPS)		
(a) Basic	(0.07)	(1.01)
(b) Diluted	(0.07)	(1.01)

3. FINANCIAL SUMMARY

As per financial statement the Company earned a Total Income of Rs. 11.33 millions during the FY 2021-22, as compared to the Total Income of Rs. 21.23 millions during the previous FY 2020-21. The Company's Net loss for the Financial Year ended March 31, 2022 stood at Rs.(6.73) millions as against a Net loss of Rs.(70.14) millions in the previous year.

4. CHANGE IN NAME

During the financial year there is no change in the name of the company.

5. CHANGE IN NATURE OF BUSINESS

During the financial year there is no change in the nature of business.

6. TRANSFER TO RESERVES:

No amount was transferred to the reserves during the financial year ended 31st March, 2022.

7. CHANGE IN THE SHARE CAPITAL:

There is no change in Authorised share capital and paid up capital during the year under review.

8. DIVIDEND:

No Dividend was declared for the current financial year due to loss for the F.Y. 2021-22.

9. PUBLIC DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 (the Act) and the Companies (Acceptance of Deposits) Rules, 2014.

10. BUY-BACK / BONUS SHARES

The Company has neither bought back its shares nor has issued any Bonus shares during the year under review.

11. ISSUE OF DEBENTURES, BONDS OR ANY NON-CONVERTIBLE SECURITIES

The Company has not issued any debenture, bonds or non-convertible securities

12. STATUTORY AUDITOR

M/s. Ajay Shobha & Co. (Firm Registration No. 317031E) were appointed as Statutory Auditor of the Company to hold office for a period of three years commencing from FY 2020-2021 till FY 2022-2023.

The Statutory Auditor have given a confirmation to the effect that they are eligible to continue with their appointment and have not been disqualified in any manner from continuing as Statutory Auditor. The remuneration payable to the Statutory Auditor shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

13. COST AUDITOR

As the Central Government has not prescribed the maintenance of Cost Records Under Section 148 (1) of the Companies Act 2003, in respect of the Company's products, so Cost Audit does not apply to the Company.

14. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

M/s. NVB & Associates, Practising Company Secretaries, has been appointed to conduct the Secretarial Audit of the Company for the financial year 2021-2022 pursuant to the

provisions of Section 204 of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (LODR) Regulations, 2015 as amended. The Report of the Secretarial Auditor is annexed herewith.

15. INTERNAL AUDITOR

The company is yet to appoint an Internal Auditor for financial year 2019-2020 pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014.

16. COMMENTS ON AUDITORS REPORT:

I. Explanation on Statutory Auditors Report:

The Statutory Auditors Report issued by M/s. Ajay Shobha & Co., Chartered Accountants on the financial statement for the current financial year contain following qualifications:

- a) *The company has not maintained proper records of inventory of trading goods and its physical verification, lying at the premises of various Franchises/ Depots/ warehouses located across India.*

Management reply: The company is in the process of maintaining proper records of inventory.

- b) *The disputed statutory dues aggregating to INR 850.77 Lakhs that have not been deposited on account of disputed statutory matters pending before appropriate authorities*

Management reply: The disputed statutory dues are challenged and are pending before appropriate authorities.

- c) *The Company has defaulted in repayment of dues to Financial Institutions/ ARC.*

Management reply: The company is into financial difficulty and hence, defaulted in payment of dues and management is trying to revive the company.

II. Explanation on Secretarial Auditors Report:

The Secretarial Audit Report issued by M/s. NVB & Associates, Practising Company Secretary, the financial year 2021-2022 contains any qualifications which are self-explanatory. The report is annexed herewith and forms part of this report.

17. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

18. MATERIAL CHANGES AFTER THE CLOSE OF THE FINANCIAL YEAR

Changes subsequent to the financial years has been disclosed in the director report.

19. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143

There are no frauds reported by the Statutory Auditors of the Company under Section 143 (12).

20. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the financial year under review, there has been no change in Directors / KMP of the company.

Pursuant to the Insolvency Commencement Order and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

Subsequent to financial year under review, there has been following changes in Directors / KMP of the company:

- a) Mr. Mitesh Anilkumar Agarwal (DIN: 00060296) has ceased to be Managing Director of the company w.e.f. September 29, 2022 due to disqualification.
- b) Mr. Abhishek Anilkumar Agarwal (DIN: 00071858) has ceased to be Managing Director of the company w.e.f. September 29, 2022 due to disqualification.
- c) Ms. Noopur Niteswar Mishra (DIN: 07154885) has ceased to be Director of the company w.e.f. September 29, 2022 due to disqualification.
- d) Mr. Mangesh Gangaram Shetye (CS) has ceased to be Company Secretary of the company w.e.f. September 29, 2022 as the Company was admitted under CIRP.

Following Directors/KMP have been appointed pursuant to Insolvency Commencement Order:

- a) Mr. Nilamadhabasisa Das (DIN: 03531645) has appointed as Non-Executive Additional Director of the company w.e.f. September 29, 2022
- b) Mr. Vijay Patel (DIN: 07505750) has appointed as Non-Executive Additional Director of the company w.e.f. September 29, 2022
- c) Mr. Kamakhyaprasad Dala Behera (DIN: 09016020) has appointed as Non-Executive Additional Director of the company w.e.f. September 29, 2022
- d) Mr. Nitin Jain (DIN: 09833381) has appointed as Non-Executive Additional Director of the company w.e.f. December 26, 2022
- e) Mr. Nitin Jain has appointed as CFO of the company w.e.f. December 26, 2022
- f) Change in Designation of Mr. Nitin Jain (DIN: 09833381) from Non-Executive Additional Director to Whole-time Director of the company w.e.f. December 26, 2022
- g) Ms. Niharika Kanojiya (DIN: 09834562) has appointed as Non-Executive Independent Director of the company w.e.f. December 26, 2022
- h) Mr. Imaran Khan (DIN: 09833446) has appointed as Non-Executive Independent Director of the company w.e.f. December 26, 2022
- i) Mr. Rajesh Tharu has appointed as a Company Secretary of the company w.e.f. January 30, 2023.

21. ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return for the financial year 2018-2019 is available on the Company's website at <http://rmclindia.co.in/investors.html>. The Annual Return for the financial year 2019-2020, 2020-2021 and 2021-2022 is being uploaded.

22. DETAILS OF SUBSIDIARIES:

The Company does not have any subsidiary.

23. DETAILS OF ASSOCIATES:

The Company does not have any Associates Company.

24. ENERGY, TECHNOLOGY & FOREIGN EXCHANGE:

The particulars as required under the provision of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of Conservation of Energy, Technology absorption and Foreign Exchange Earnings and Outgo etc. are furnished below:

➤ **Conservation of energy:**

Steps taken or impact on conservation of energy	Energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in batch cycle time and improved operations.
Steps taken by the company for utilizing alternate sources of energy	None
Capital investment on energy conservation equipments	Nil

➤ **Technology absorption:**

Efforts made towards technology absorption	New technology absorption efforts are being made on continuous basis.
Benefits derived like product improvement, cost reduction, product development or import substitution	Product output Improvement.
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
▪ Details of technology imported	NA
▪ Year of import	NA
▪ Whether the technology is fully absorbed	NA
▪ If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NA
Expenditure incurred on Research and Development	NIL

➤ **Foreign exchange earnings and Outgo:**

Particulars	31.03.2022	31.03.2021
Actual Foreign Exchange earning	NIL	NIL
Actual Foreign Exchange Outgo	NIL	NIL

25. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:

The Company has established a vigil mechanism for Directors and Employees to report their genuine concerns in compliance with provision of section 177 (10) of Companies Act 2013 and Regulation 22 of SEBI (LODR) 2015.

The Resolution Professional oversees the functioning of this policy. Protected disclosures can be made by a whistle blower through several channels to report actual or suspected frauds and violation of Company's Code of Conduct and/or Ethics Policy.

The details of the policy have been disclosed on the Company's website at <http://rmclindia.co.in/investors.html>.

26. CORPORATE SOCIAL RESPONSIBILITY:

The company incurred losses during the previous financial year and therefore, the company is not required to comply with the provisions contained in sub-section (2) to (6) of the section 135 of the Companies Act, 2013.

However, the company was required to spend the unspent CSR amount carried forward from the previous financial year.

The company was admitted under Corporate Insolvency Resolution Process (CIRP) on October 22, 2020. Pursuant to the Insolvency Commencement Order, powers of Board stand suspended and powers of Board are vested in and exercised by Resolution Professional.

Hence, the Resolution Professional was unable to spend the unspent CSR amount as required under CSR Rules.

27. RELATED PARTY TRANSACTION:

Pursuant to the Insolvency Commencement Order, the company was admitted under CIRP on October 22, 2020 and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

Therefore, no Related Party Transactions were entered during the year under review. The company carried forward all the Related Party Transactions entered into in the previous financial year.

28. RISK MANAGEMENT POLICY:

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

29. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to the Insolvency Commencement Order dated October 22, 2020 and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

30. INDEPENDENT DIRECTOR MEETING:

Pursuant to the Insolvency Commencement Order dated October 22, 2020 and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

31. DECLARATION BY INDEPENDENT DIRECTOR

Pursuant to the Insolvency Commencement Order dated October 22, 2020 and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

32. A STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

Pursuant to the Insolvency Commencement Order dated October 22, 2020 and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

33. BOARD MEETINGS:

Pursuant to the Insolvency Commencement Order dated October 22, 2020 and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional. Therefore, no Board Meetings held during the financial year under review.

34. ANNUAL EVALUATION BY THE BOARD:

Pursuant to the Insolvency Commencement Order dated October 22, 2020 and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

35. CORPORATE GOVERNANCE:

As per regulation 15(2A) and (2B) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the provisions as specified in regulation 17 to 21 shall not be applicable during the insolvency resolution process period in respect of a listed entity which is undergoing corporate insolvency resolution process under the Insolvency Code.

36. MANAGEMENT DISCUSSION AND ANALYSIS:

As per regulation 15(2A) and (2B) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the provisions as specified in regulation 17 to 21 shall not be applicable during the insolvency resolution process period in respect of a listed entity which is undergoing corporate insolvency resolution process under the Insolvency Code.

37. SECRETARIAL STANDARDS:

Pursuant to the Insolvency Commencement Order dated October 22, 2020 and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

38. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year under review, the Company has not advanced any loans/ given guarantees/ made investments pursuant to Section 186 of the Companies Act, 2013 are given in the notes to the financial accounts forming part of the Annual Report

39. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016:

On October 22, 2020, the Corporate Debtor was admitted for Corporate Insolvency Resolution Process (CIRP).

Hon'ble NCLT Ahmedabad Bench vide order dated August 1, 2022 approved the Resolution plan submitted by the VAMA Construction Co.

40. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

During the year under review, there has been one time settlement of loans taken from Banks and Financial Institutions.

41. IN CASE THE SECURITIES ARE SUSPENDED FROM TRADING, THE DIRECTORS REPORT SHALL EXPLAIN THE REASON THEREOF:

The trading of the company has not been suspended

42. NOMINATION AND REMUNERATION POLICY (NRP):

The Nomination and Remuneration Policy of the Company for Directors, Key Managerial Personnel (KMP) and Senior Management Personnel is hosted on the website of the company at the following web link: <http://rmclindia.co.in/investors.html>.

An extract of the Company's policy relating to directors appointment, payment of remuneration and discharge of their duties is annexed herewith.

43. DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURE AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

Pursuant to the Insolvency Commencement Order and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

44. DISCLOSURE IN TERMS OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Pursuant to the Insolvency Commencement Order and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

45. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

The Company does not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

46. INTERNAL FINANCIAL CONTROLS:

Pursuant to the Insolvency Commencement Order and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

47. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the Insolvency Commencement Order and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013 the Resolution Professional to the best of their knowledge and ability confirm:

- i. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. That we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- iii. That proper and sufficient care has been taken for 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;
- iv. That the annual accounts have been prepared on a going concern basis;

- v. That proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively;
- vi. Those proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively.

48. REGISTRATION WITH INDEPENDENT DIRECTOR'S DATABANK:

The Independent directors of the company are registered with Independent director databank.

49. AUDIT COMMITTEE:

Pursuant to the Insolvency Commencement Order dated October 22, 2020 and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

50. NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to the Insolvency Commencement Order dated October 22, 2020 and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

51. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Pursuant to the Insolvency Commencement Order dated October 22, 2020 and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

52. DISCLOSURE UNDER SECTION 43(A)(II) OF THE COMPANIES ACT, 2013:

The Company has not issued any shares with differential rights and hence no information is provided as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and shares with differential rights Debenture) Rules, 2014.

53. DISCLOSURE UNDER SECTION 54(1)(D) OF THE COMPANIES ACT, 2013:

The Company has not issued any sweat equity shares during the year under review and hence no information as per provision of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

54. DISCLOSURE UNDER SECTION 62(1)(B) OF THE COMPANIES ACT, 2013:

The Company has not issued any equity shares under Employee Stock Option Scheme during the year under review and hence no information is provided as per provision of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014.

55. DISCLOSURE UNDER SECTION 62(1)(C) OF THE COMPANIES ACT, 2013:

The Company has not issued any security under the provision of Section 62(1)(c) of the Companies Act, 2013.

56. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013:

During the year under the review, there were no instances of non-exercising of voting right in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debenture) Rules, 2014 is furnished.

57. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

The Insider trading policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with the shares of the Company. The

policy has been formulated to regulate, monitor and ensure reporting of deals by designated person/employees and maintain the highest ethical standards of dealing in Company securities.

58. INSURANCE:

Insurable assets of the Company are inventories, buildings, plant and machinery, Vehicles etc., Company has insured it's all vehicles.

59. ECOLOGY AND SAFETY:

Company ensures safe, healthy and eco-friendly environment at its plant and surrounding area. Company continually works towards identification and reduction of risks and prevention of pollution at its plant and its surroundings. Members of the Safety Committees of the Company's have been regularly reviewing the safety measures and their implementation to ensure adequate safety in material handling and processing, control of pollution caused by liquid effluents, dust and emissions from chimney etc. Samples are periodically drawn and the reports submitted to the Pollution Control Board indicating compliance with the standards.

60. PAYMENT OF REMUNERATION / COMMISSION / TO DIRECTORS FROM HOLDING SUBSIDIARY COMPOANIES:

The Company does not have any holding / subsidiary company nor any remuneration / commission paid to the Directors.

61. APPRECIATION:

The Directors take this opportunity to express their appreciation for continued co-operation and assistance extended by Investors, Government Authorities, Bankers, Suppliers and Customers. Your Directors look forward to their continued support. Last but not the least; your Directors also sincerely acknowledge the significant contributions made by the devoted workers, staff and executives for their dedicated services to the Company.

For and on behalf of the Board

Date: July 3, 2023
Place: Daman

Nitin Jain
Whole Time Director
DIN: 09833381

Vijay Patel
Director
DIN: 07505750

ANNEXURE - I

NOMINATION AND REMUNERATION POLICY

Extract of the Policy is as under:

Appointment of Directors:

The appointments of Directors are recommended by the Nomination and Remuneration Committee of the Company. However, all the appointments are subject to approval of Board of Directors of the Company.

Remuneration to Directors and Key Managerial Personnel:

Whole time directors are entitled to Remuneration and Independent Directors are entitled to sitting fees. Reimbursement of expenses is allowed wherever expense is made for the Company.

Discharge of Duties:

Directors and KMP are required to perform all the duties which are mentioned under the Articles and all other duties as may be prescribed by the Board of Directors of the Company.

For and on behalf of the Board

**Date: July 3, 2023
Place: Daman**

**Nitin Jain
Whole Time Director
DIN: 09833381**

**Vijay Patel
Director
DIN: 07505750**

ANNEXURE – II

CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To,
The Board of Directors
Radha Madhav Corporation Limited

I, Nitin Jain, Chief Financial Officer (CFO) of Radha Madhav Corporation Limited certify that:

- a) I have reviewed the financial statements and the cash flow statement for the financial year ended 31st March 2022 and based on our knowledge and belief, I state that:
 - 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 the existing accounting standards, applicable laws and regulations.
- b) I further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) I accept responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) I have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
 - i. significant changes, if any, in the internal control over financial reporting during the year;
 - ii. significant changes, if any, in the accounting policies made during the year and that the same has 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 significant role in the Company's internal control system over financial reporting.

For Radha Madhav Corporation Limited

Sd/-

Nitin Jain

Whole Time Director and CFO

DIN: 09833381

Date : July 3, 2023

Place : Daman

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to clause C of Schedule V read with Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015).

To
The Board of Directors
Radha Madhav Corporation Limited

Pursuant to item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, we hereby certify that following directors of the company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI, Ministry of Corporate Affairs or any such statutory authority.

- a) Mr. Mitesh Anilkumar Agarwal (DIN: 00060296)
- b) Mr. Abhishek Anilkumar Agarwal (DIN: 00071858)
- c) Ms. Noopur Niteshwar Mishra (DIN: 07154885)

(DIN Deactivated due to non-filing of DIR-3 KYC)

For NVB & Associates
Practising Company Secretaries

Nithish Bangera
Proprietor

COP no. 16069
M. No. 12268

Date: July 3, 2023
Place: Mumbai

UDIN: A012268E000535417
Peer Review No.: S2016MH373700

SECRETARIAL AUDIT REPORT
Form No. MR-3

For the financial year ended on March 31, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014, and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Radha Madhav Corporation Limited
Survey No. 50/9 Adaman Industrial Estate,
Village Kadaiya Nani, Daman – 396210

CIN: L74950DD2005PLC003775

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2022, 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:

As the company is under CIRP since October 22, 2020 and the company is now under the control of Resolution Professional (RP), there was no Board Meeting held during the year under review. Resolution Professional (RP) has maintained minutes of CoC minutes.

I have examined the forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under; **(to the extent applicable during the period under review)**
- iii. The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under *(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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(to the extent applicable during the period under review)**
- c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **(to the extent applicable during the period under review)**
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(to the extent applicable during the period under review)**
- e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(not applicable to the company during the audit period) ;**
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable to the company during the audit period)**
- g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(not applicable to the company during the audit period);**
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(not applicable to the company during the audit period);**
- vi. Other applicable laws to Company:
 - i. The Trade Unions Act, 1926
 - ii. The Employees' Compensation Act, 1923
 - iii. The Employees' PF And Miscellaneous Provisions Act, 1952
 - iv. The Minimum Wages Act, 1948
 - v. The Payment of Bonus Act, 1965
 - vi. The Apprentices Act, 1961
 - vii. The Maternity Benefit Act, 1961
 - viii. The Payment of Gratuity Act, 1972
 - ix. The Child Labour (Prohibition and Regulation) Act, 1986
 - x. Employees' State Insurance Act, 1948
 - xi. GST Related Act
 - xii. Trademarks and Copyrights related acts
 - xiii. General local laws as mentioned below:
 - Goa Daman and Diu Act 1962
 - Goa Daman and Diu Reorganisation Act 1987
 - Goa Daman and Diu Town and country planning Act 1974
 - Goa Daman and Diu excise duty Act 1964
 - Indian stamp Act 1968
 - Goa Daman and Diu Land revenue code Act 1968
 - Land Acquisition (Goa Daman and Diu Amendment) Act 1980
 - Goa Daman and Diu Agricultural Tenancy Act 1964

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under Section 118(10) of the Companies Act, 2013 with regard to Annual General Meeting and Board of Directors Meetings.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

We have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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

As on the date of audit the company is under control of Resolution Professional pursuant to the Order of Hon'ble NCLT, Mumbai Bench, dated October 22, 2020 and the Powers of the Board of Directors of the Company has been suspended.

- 1. There has been delay and non-compliance in filing under Companies Act, 2013, SEBI LODR Regulations, and other applicable laws as annexed herewith.**
- 2. As per Audit Report for the current financial year, the company has not maintained proper records of inventory of trading goods and its physical verification, lying at the premises of various Franchises/ Depots/ warehouses located across India.**
- 3. As per Audit Report for the current financial year, there is default in payment of disputed statutory dues aggregating to INR 850.77 Lakhs that have not been deposited on account of disputed statutory matters pending before appropriate authorities.**
- 4. As per Audit Report for the current financial year, the Company has defaulted in repayment of dues to Financial Institutions/ ARC.**

I further report that:

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

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

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

I further report that:

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and guidelines.

I further report that:

As per Management representation received and certificate of Auditors, Company is not carrying on any business as company is under CIRP.

**For NVB & Associates
Practising Company Secretaries**

**Nithish Bangera
Proprietor
Membership No. 12268 ; COP No. 16069**

**Date: July 3, 2023
Place: Mumbai
UDIN: A012268E000535472
Peer Review: S2016MH373700**

Note: This report is to be read with our letter of even date which is annexed as Annexure herewith and forms and integral part of this report.

ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The Members,
Radha Madhav Corporation Limited
Survey No. 50/9 Adaman Industrial Estate,
Village Kadaiya Nani, Daman – 396210

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of 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 representations 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, Standard 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.

For NVB & Associates
Practising Company Secretaries

Nithish Bangera
Proprietor
Membership No. 12268 ; COP No. 16069

Place: Mumbai
Date: July 3, 2023
UDIN: A012268E000535472
Peer Review: S2016MH373700

**SECRETARIAL COMPLIANCE REPORT OF RADHA MADHAV CORPORATION LIMITED
FOR THE YEAR ENDED MARCH 31, 2022**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **RADHA MADHAV CORPORATION LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at Survey No. 50/9 Adaman Industrial Estate, Village Kadaiya Nani, Daman – 396210.

Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

On October 22, 2020, the company was admitted under CIRP. Pursuant to the Insolvency Commencement Order and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2022, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, CS Nithish Bangera, have examined:

- a) all the documents and records made available to us and explanation provided by **RADHA MADHAV CORPORATION LIMITED** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued there under;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	No	Not complied
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	No	Not complied
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website 	No	Not complied
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	No	DIN deactivated due to non-filing of DIR-3 KYC

5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	Nil
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	No	Not complied
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	No	Not complied
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	NA	Nil
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	NA	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued	Action has been taken by SEBI and stock exchange, details of which is given herein below	Our comments given herein below

	thereunder except as provided under separate paragraph herein (**).		
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Action has been taken by SEBI and stock exchange, details of which is given herein below	Our comments given herein below

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations / Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	Nil
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:		

	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairperson of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	NA	Nil
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p>	NA	Nil
	<p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	NA	Nil
	<p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	Yes	Qualification and management explanation is provided in Annual report
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	Nil

**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

- (a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: **Annexed**
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Annexed**

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For NVB & Associates
Practising Company Secretaries**

**Nithish Bangera
Proprietor**

**Place: Mumbai
Date: July 3, 2023**

**UDIN: A012268E000535516
PEER REVIEW No. : S2016MH373700**

SUPER DIVISIONS IN C, 2020									
Activity		Activity ID	Component Act, 2013	Non-compliance	SA	SA	SA	SA	Non-compliance
1	Vote of Discharge	Section 177 of the Companies Act, 2013	Non-compliance	SA	SA	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 177(1)(b)) (from March 31, 2020).	SA	Non-compliance	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 177(1)(b)) (from March 31, 2020).
2	Vote on approval of Audited Financials	Section 174 of the Companies Act, 2013	Non-compliance	SA	SA	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 174(1)(b)) (from March 31, 2020).	SA	Non-compliance	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 174(1)(b)) (from March 31, 2020).
3	Continuing Shareholder Meeting and the Company	Section 174 of the Companies Act, 2013	Non-compliance	SA	SA	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 174(1)(b)) (from March 31, 2020).	SA	Minor violation	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 174(1)(b)) (from March 31, 2020).
4	filing of Corporate Return to Registrar	Section 177 of the Companies Act, 2013	Non-compliance	SA	SA	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 177(1)(b)) (from March 31, 2020).	SA	Non-compliance	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 177(1)(b)) (from March 31, 2020).
5	filing of Annual Return	Section 177 of the Companies Act, 2013	Non-compliance	SA	SA	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 177(1)(b)) (from March 31, 2020).	SA	Non-compliance	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 177(1)(b)) (from March 31, 2020).
6	Vote for Shing Report on Sexual Harassment Meeting	Section 174 of the Companies Act, 2013	Non-compliance	SA	SA	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 174(1)(b)) (from March 31, 2020).	SA	Non-compliance	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 174(1)(b)) (from March 31, 2020).
7	Reporting of Related Party Transactions	Section 177 of the Companies Act, 2013	Non-compliance	SA	SA	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 177(1)(b)) (from March 31, 2020).	SA	Non-compliance	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 177(1)(b)) (from March 31, 2020).
8	Appointment of Director and Auditor and Submission of Financial Statements	Section 174 of the Companies Act, 2013	Non-compliance	SA	SA	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 174(1)(b)) (from March 31, 2020).	SA	Non-compliance	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 174(1)(b)) (from March 31, 2020).
9	Company Social Responsibility	Section 177 of the Companies Act, 2013	Non-compliance	SA	SA	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 177(1)(b)) (from March 31, 2020).	SA	Non-compliance	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 177(1)(b)) (from March 31, 2020).
10	Registration of Offices	Section 177 of the Companies Act, 2013	Non-compliance	SA	SA	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 177(1)(b)) (from March 31, 2020).	SA	Non-compliance	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 177(1)(b)) (from March 31, 2020).
11	Appointment of Financial Auditor and Submission of Financial Statements	Section 174 of the Companies Act, 2013	Non-compliance	SA	SA	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 174(1)(b)) (from March 31, 2020).	SA	Non-compliance	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 174(1)(b)) (from March 31, 2020).
12	Appointment of Statutory Auditor	Section 177 of the Companies Act, 2013	Non-compliance	SA	SA	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 177(1)(b)) (from March 31, 2020).	SA	Non-compliance	The company has not filed the Form 103 to the Registrar of Companies (RoC) as required by the Companies Act, 2013 (Section 177(1)(b)) (from March 31, 2020).

PCS CERTIFICATE ON CORPORATE GOVERNANCE;

To
The Members
Radha Madhav Corporation Limited

I have examined the compliance of conditions of Corporate Governance by Radha Madhav Corporation Limited for the financial year 2021-22, as stipulated under Regulation 34 of SEBI (LODR) Regulations 2015.

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

In our opinion and to the best of our information and according to the explanations given to me, and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 34 of SEBI (LODR) Regulations 2015 except what has been stated in secretarial audit and its annexures.

I further state that such compliance is neither an assurance as to the future viability of the Company or the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For NVB & Associates
Practising Company Secretaries**

**Nithish Bangera
Proprietor**

**COP no. 16069
M. No. 12268**

**Date: July 3, 2023
Place: Mumbai**

**UDIN: A012268E000535373
Peer Review No.: S2016MH373700**



INDEPENDENT AUDITORS' REPORT

To
The Members of
Radha Madhav Corporation Limited,

Report on Audit of the AS Financial Statements Opinion

We have audited the accompanying Ind AS financial statements of **Radha Madhav Corporation Limited** ('the Company'), which comprise the Balance Sheet as at **31st March, 2022**; the Statement of Profit and Loss (including other comprehensive income), the Cash Flows Statement and the Statement of Changes in Equity for the year then ended and a summary of the Significant Accounting Policies and other Explanatory Information (herein after referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) in the case of the Balance Sheet, of the state of affairs of the company as at **31st March, 2022**;
- (ii) in the case of the Statement of Profit and Loss (comprising of Other Comprehensive Income), of the Loss for the year ended on that date; and
- (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date and
- (iv) the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS 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, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Emphasis of Matter

1) Related to Impact of COVID -19

We draw attention to the Ind AS Financial Statements, which describes the impact of COVID 19 on the Company's business and financials including carrying amounts of inventories, intangible assets, trade receivables, investments and other financial assets as assessed by the management. The actual results may differ from such estimates depending on future developments. Our opinion is not modified in respect of this matter.

2) Related to Going Concern:

The Company has incurred loss aggregating to Rs.2588.09 million during the year and has current liabilities of Rs 908.33 million as at 31.03.2022. The Company's Net Worth is fully eroded and has a negative net worth of Rs.374.10 million indicating the existence of uncertainty that may cast doubt about the Company's ability to continue as a Going Concern. The company is under corporate insolvency resolution process since 22/10/2020 & IRP/RP of the Company is evaluating various options like including starting a new line of business, monetizing its assets, sell of its marketing business., restructuring its liabilities and recommencement of its operations, sale by the promoters to a strategic partner with further equity infusion. We refer to Note No. 41 of the Financial Statements, considering the matters set out in the said Note, these Financial Statements are prepared on a going concern basis. Our Opinion is not modified in respect of the said matter.

3) Related to Receivables and Payables:

The Outstanding balances as at the end under consideration in respect of sundry debtors, loans & advances and sundry creditors are subject to confirmation from respective parties and consequential reconciliation and adjustments arising there from if any. Consequential impact thereof on the financial results is not ascertainable. Company is in process of obtaining such confirmation since last many years which has resulted into departure from standard on auditing. Our Opinion is not modified in respect of the said matter.

4) Related to Inventory Records:

Company has not maintained proper records of inventory of trading goods and its physical verification, lying at the premises of various Franchises/ Depots/warehouses located across India. Our Opinion is not modified in respect of the said matter.

5) Related to Penal Interest and Charges:

We draw your attention to Note No. 30(IV) regarding non provision of Interest, penal interest and allied charges mentioned therein. Our Opinion is not modified in respect of the said matter.



6) Related to amounts paid under Protest:

We refer to Note No. 33 regarding the amount paid under protest and shown under loans and advances. Our Opinion is not modified in respect of the said matter.

Key Audit Matters

In view of all our emphasis of matters, according to us it was difficult to ascertain the key audit matters. We, therefore, did not identify any matter to be reported further here.

Responsibilities of the Management and Those Charged with Governance for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

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 judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors of the company are also responsible for overseeing the financial reporting process of the company



Auditors' Responsibility

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

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

- Identify and assess the risks of material misstatement of the Ind AS 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting 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 ability of the Company 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 Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Ind AS 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 Ind AS 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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended;
 - e. On the basis of written representations received from the directors as on **31st march, 2021** taken on record by the Board of Directors, none of the directors is disqualified as on **31st March, 2021** from being appointed as a director in terms of Section 164(2) of the Act. *However, since the company is under corporate insolvency resolution process since 22/10/2020 hence board of directors are suspended.*



- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
- g. In our opinion, the managerial remuneration for the year ended **March 31, 2021** has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- h. With respect to other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements- Refer Note 33 to the Ind AS financial statements;
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investors Education and Protection Fund by the Company.

For Ajay Shobha & Co
Chartered Accountants
FRN: 317031E

Ajay Gupta
Partner
M. No; 053071

UDIN: 23053071BGVWEK3115

Place; Mumbai
Date: 03.07.2023



“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the Standalone Ind AS financial statements of the **Radha Madhav Corporation Limited** for the year ended **31st March, 2022**:

- (i) (a) The Company is in the process of maintaining proper records showing full particulars including quantitative details and situation of property, plant and equipment and investment properties.
- (b) Some of the assets have been physically verified by the management in a phased manner at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties held are in the name of the Company.
- (ii) As per the information furnished, the inventories have been physically verified during the year by the management. In our opinion, having regard to the nature and location of stocks, the frequency of the physical verification is reasonable and maintaining proper records of inventory *except for not maintaining proper records of inventory of trading goods and its physical verification, lying at the premises of various Franchises/Depots/warehouses located across India.*
- (iii) According to information and explanations given to us, the company has not granted loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act 2013. Hence, clauses (iii) (a), (b) & (c) of paragraph 3 of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit and hence the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the Companies (Acceptance of Deposits) Rules, 2014 with regard to the deposits accepted are not applicable to the Company. Therefore, the provisions of Clause (v) of paragraph 3 of the Order are not applicable to the Company. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal.



(vi) We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) In respect of Statutory dues:

(a) According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods & Service Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at **31st March, 2021** for a period of more than six months from the date they became payable.

(b) The disputed statutory dues aggregating to INR **850.77** Lakhs that have not been deposited on account of disputed statutory matters pending before appropriate authorities are as under:

<i>Nature of Dues</i>	<i>Disputed Liability (in millions)</i>	<i>Unpaid disputed Liability (in millions)</i>	<i>Authority where dispute is pending</i>
<i>Excise & Service Tax</i>	6.97	6.71	<i>Commissioner (Appeal) Central Excise & Customs</i>
<i>Sales Tax</i>	20.97	20.97	<i>Deputy Commissioner commercial Tax office</i>
<i>Provident Fund</i>	12.28	8.59	<i>Employee's Provident Fund Appellate Tribunal</i>

* Net of amounts paid under protest & excluding unquantified Interest payable wherever applicable.

(viii) ***Based on our Audit procedures and the information and explanation given by the management, we are of the opinion that the Company has defaulted in repayment of dues to Financial Institutions/ ARC ..***

(ix) In our opinion, and to the best of our information and according to the explanations provided by the management, the Company has not raised any monies by way of Initial Public Offer or Further Public Offer during the year. In our opinion, and to the best of our information and according to the explanations provided by the management, the term loans taken by the Company have been applied for the purpose for which they were obtained.



- (x) Based on the audit procedures performed and representation obtained from the management we report that, no case of fraud by the Company or on the Company by its officers and employee has been noticed or reported for the year under audit.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not provided any managerial remuneration. Therefore, this clause regarding approval was not applicable during the year under review.
- (xii) In our opinion, and to the best of our information and according to the explanations provided by the management, the company is not a nidhi company. Hence, in our opinion, the requirements of clause (xii) of Paragraph 3 of the Order do not apply to the Company.
- (xiii) The Company has complied with Sections 177 and 188 of Companies Act, 2013, in respect of transactions with the related parties and relevant details have been disclosed in the Ind AS financial statements as required by the applicable accounting standards (Ind AS).
- (xiv) During the year company has issued share on conversion of warrant issued earlier on preferential basis and the requirement of Section 42 , 62(1)(c)of Companies Act, 2013 have been complied with and the amount raised has been used for the purpose for which the funds were raised.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with them. Therefore, the provisions of Clause (xv) of paragraph 3 of the Order are not applicable to the Company.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Ajay Shobha & Co
Chartered Accountants
FRN: 317031E

Ajay Gupta
Partner
M. No; 053071

UDIN: 23053071BGVWEK3115

Place; Mumbai
Date: 03.07.2023



**“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE IND
AS FINANCIAL STATEMENTS OF EIMCO ELECON (INDIA) LIMITED**

**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 **Radha Madhav Corporation Limited** (“the Company”) as of **31st March, 2022** in conjunction with our audit of the Ind AS 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, issued by ICAI and deemed to be prescribed 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 in 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 judgement, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS 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 Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS 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.



Ajay Shobha & Co.
Chartered Accountants

L - 2, Haridwar - 1,
Evershine Nagar,
Malad (W), Mumbai - 400064.
Mobile: 99870 06258 / 9821056258
Email: ajayshobha.co@gmail.com

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **31st March, 2022**, 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 Ajay Shobha & Co
Chartered Accountants
FRN: 317031E

Ajay Gupta
Partner
M. No; 053071
Place; Mumbai
Date: 03.07.2023
UDIN: 23053071BGVWEK3115

M/S. RADHA MADHAV CORPORATION LIMITED
Balance Sheet as on March 31, 2022

(Rs. in millions)			
Particulars	Note	As on March 31, 2022	As on March 31, 2021
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	245.11	255.10
(b) Capital work-in-progress	4	23.90	23.90
(c) Intangible assets	5	0.40	0.55
(d) Financial Assets			
(i) Investments		-	-
(ii) Loans		-	-
(iii) Others	6	7.83	8.24
(g) Other non-current assets	7	4.67	4.67
Total Non - Current Assets		281.91	292.46
Current assets			
(a) Inventories	8	31.36	31.36
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade receivables	9	58.37	48.74
(iii) Cash and cash equivalent	10	5.80	5.63
(iv) Bank balances other than (iii) above	10	1.20	2.32
(v) Loans		-	-
(vi) Other financial assets	6	9.33	8.52
(c) Current Tax Assets (Net)	11	1.35	1.35
(d) Other current assets	7	159.66	157.27
Total Current Assets		267.07	255.19
Total Assets		548.98	547.65
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	12	912.95	912.95
(b) Other Equity	13	(1,287.05)	(1,280.32)
Total equity		(374.10)	(367.37)
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Other financial liabilities	14	-	(0.13)
(b) Provisions	15	6.52	6.52
(c) Deferred tax liabilities (Net)			-
(d) Other non-current liabilities	16	0.55	0.30
Total Non - Current Liabilities		7.07	6.69
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings			-
(ii) Trade payables	17	253.47	253.20
(iii) Other financial liabilities	14	557.53	558.33
(b) Other current liabilities	16	99.88	91.68
(c) Provisions	15	5.13	5.12
(d) Current Tax Liabilities (Net)	18	-	-
Total Current Liabilities		916.01	908.33
Total Equity and Liabilities		548.98	547.65
See accompanying notes to the financial statements			
In Term of our report of even date Atteched For Ajay Shobha & Co. Chartered Accountants		For and on behalf of the Board of Directors	
Ajay Gupta Partner		Chairman VIJAY PATEL 07505750 Whole time Director & CFO NITIN JAIN 09833381	
Date: 03-07-2023 Place: Mumbai UDIN: 23053071BGVWEK3115		Company Secretary RAJESH THARU	

M/S. RADHA MADHAV CORPORATION LIMITED

Statement of Profit and Loss for the year ended March 31, 2022

(Rs. In millions)

Particulars	Note	For the year ended March 31, 2022	For the year ended March 31, 2021
Continuing Operations			
I Revenue from operations	19	3.42	9.47
III Other Income	20	7.91	11.76
III Total Revenue (I + II)		11.33	21.23
IV EXPENSES			
(a) Cost of materials consumed	21	-	0.20
(b) Excise duty expenses		-	-
(c) Purchases of Stock-in-trade	22	-	0.20
(d) Changes in stock of finished goods, work-in-progress and stock-in-trade	23	-	65.64
(e) Employee benefit expense	24	2.110	7.45
(f) Finance costs	-	-	-
(g) Depreciation and amortisation expense	25	10.137	11.66
(h) Other expenses	26	5.810	6.22
Total Expenses (IV)		18.06	91.37
V Profit/(loss) before exceptional items and tax (III - IV)		(6.73)	(70.14)
VI Exceptional items	27	-	-
VII Profit/(loss) before tax (V - VI)		(6.73)	(70.14)
VIII Tax Expense			
(1) Current tax			
(2) Deferred tax			
Total tax expense (VIII)		-	-
IX Profit/(loss) after tax from continuing operations (VII - VIII)		(6.73)	(70.14)
X Profit/(loss) from discontinued operations			
XI Tax Expense of discontinued operations			
XII Profit/(loss) from discontinued operations (after tax) (X-XI)		-	-
XIII Profit/(loss) for the period (IX+XII)		(6.73)	(70.14)
XVI Other comprehensive income		-	6.07
A (i) Items that will not be recycled to profit or loss			
(a) Remeasurements of the defined benefit liabilities / (asset)		-	6.07
(b) Equity instruments through other comprehensive income			
(ii) Income tax relating to items that will not be reclassified to profit or loss			
XVI Total comprehensive income for the period (XIII+XIV) (Comprising Profit (loss) and other comprehensive income for the period)		(6.73)	(64.07)
XVI Earnings per equity share (for continuing operation):			
(1) Basic	28 a	(0.07)	(1.01)
(2) Diluted	28 b	(0.07)	(1.01)

See accompanying notes to the financial statements

In terms of our report of even date attached.

For Ajay Shobha & Co.

Chartered Accountants

For and on behalf of the Board of Directors

Ajay Gupta
Partner

Date: 03-07-2023
Place: Mumbai
UDIN: 23053071BGVWEK3115

Chairman
VIJAY PATEL
07505750

Whole time Director & CFO
NITIN JAIN
09833381

Company Secretary
RAJESH THARU

M/S. RADHA MADHAV CORPORATION LIMITED
Statement of changes in equity for the year ended March 31, 2022

Balance Sheet as on March 31, 2022

A. Equity Share Capital

(Rs. In millions)

Particulars	No. of shares	Amount
Balance at April 1, 2020		
Equity shares of Rs. 10/- each	91,295,175	912.95
Change During the Period		-
Balance at March 31, 2021	91,295,175	912.95
Change During the year	-	-
Balance at March 31, 2022	91,295,175	912.95

B. Statement of change in equity

Particulars	<u>Reserves and Surplus</u>				Total
	Capital reserve	Securities premium reserve	Share Warrants Money	Retained earnings	
Balance at April 1, 2020	134.29	1,166.75	-	(2,517.29)	(1,216.25)
Profit for the year				(70.14)	(70.14)
Other comprehensive income for the year, net of income tax				6.07	6.07
Total comprehensive income for the year				(2,581.36)	(2,581.36)
Issue of shares against Warrant Application Money			-		-
Balance at March 31, 2021	134.29	1,166.75	-	(2,581.36)	(1,280.32)
Profit for the year				(6.73)	(6.73)
Other comprehensive income for the year, net of income tax				-	-
Total comprehensive income for the year				(6.73)	(6.73)
Issue of equity shares		-			-
Issue of shares/Forfeited against Warrant Application Money	-		-		-
Others					
Balance at March 31, 2022	134.29	1,166.75	-	(2,588.09)	(1,287.05)

M/S. RADHA MADHAV CORPORATION LIMITED
Cash Flow Statement statements as on March 31, 2022

(Rs. In millions)			
Particulars	No.	For year ended March 31, 2022	For year ended March 31, 2021
Cash flows from operating activities			
Profit after tax		(6.73)	(70.14)
Adjustments for:			
Income tax expense recognised in profit or loss		0	-
Finance costs recognised in profit or loss			
Investment income recognised in profit or loss		(0.12)	(0.06)
Gain/Loss on disposal of property, plant and equipment		-	-
Write off of property, plant and equipment			
Gain on disposal of a business			
Net (gain)/loss arising on financial assets mandatorily measured at fair value through profit or loss			
Impairment loss recognised on trade receivables		10.14	11.66
Depreciation and amortisation of non-current assets		0.09	(0.32)
Net foreign exchange (gain)/loss			
Operating profit before working capital changes		3.38	(58.86)
Movements in working capital:			
Increase in trade receivables		(9.72)	(13.44)
(Increase)/decrease in inventories		-	65.64
(Increase)/decrease other financial assets		0.72	(0.85)
(Increase)/decrease Other Current and non-current assets		(2.39)	(1.93)
Increase/(decrease) in trade payable		0.27	(0.52)
(Increase)/decrease other financial liabilities		0.08	(1.00)
Increase/(decrease) in provisions		0.01	0.93
(Decrease)/increase in other liabilities		8.45	3.73
Cash generated from operations		0.80	(6.30)
Income taxes paid		-	1.86
Net cash generated by operating activities	A	0.80	(4.44)
Cash flows from investing activities			
Interest received		0.12	0.06
Purchase of property, plant and equipment (including CWIP)		-	(0.14)
Purchase of intangible assets (including CWIP)		-	-
Proceeds from disposal of property, plant and equipment		-	-
Net cash (used in)/generated by investing activities	B	0.12	(0.08)
Cash flows from financing activities			
Repayment of borrowings-Recalled from Bank / AARC		(0.75)	(0.09)
Proceeds From Issue of Share/ Warrant (Including Application Money)		-	-
Net cash used in financing activities	C	(0.75)	(0.09)
Net increase in cash and cash equivalents	A+B+C	0.17	(4.61)
Cash and cash equivalents at the beginning of the year		5.63	10.24
Cash and cash equivalents at the end of the year		5.80	5.63
See accompanying notes to the financial statements			
In terms of our report of even date attached.			
For Ajay Shobha & Co.		For and on behalf of the Board of Directors	
Chartered Accountants			
Ajay Gupta		Chairman	
Partner		Whole Time Director & CFO	
		VJAY PATEL NITIN JAIN	
		07505750 09833381	
Date: 03-07-2023		Company Secretary	
Place: Mumbai		RAJESH THARU	
UDIN: 23053071BGVWEK3115			

M/S. RADHA MADHAV CORPORATION LIMITED

Notes forming part of the financial statements for the year ended March 31, 2022

Balance Sheet as on March 31, 2022

1 Corporate information

Radha Madhav Corporation Limited (RMCL) has began trading and distribution of various products in various category like Clothing, Fashion products, Wellness, Cosmetics, Electronics etc. through portal (www.rmcluniverse.com) or otherwise.

The company is also engaged in manufacture of variants of multilayered and functional films, which find major application in primary as well secondary packaging solutions in food, dairy and pharmaceutical segments. The company is capable of producing multilayer cast and blown barrier films of internationally accepted standards.

At present, RMCL has 5 independent production units, 4 of them are located in the union territory of Daman and the fifth one of them is in Rudrapur, Uttaranchal. The basic infrastructure of the company is accredited with international quality.

2 Significant accounting policies

2.1 Basis of preparation of financial statements:

The standalone financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price 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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these standalone financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

2.2 Revenue recognition

Revenue is measured at fair value of consideration received or receivable. Company recognises its revenue on sales of products, net of discount, rebate, grant, returns and duties.

2.4.1 Sale of goods

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

2.4.2 Dividend and Interest Income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.3 Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

As a Lessee

Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

2.4 Foreign currencies

The functional currency of the company is determined on the basis of the primary economic environment in which it operates. The functional currency of the company is Indian national rupee (INR).

In preparing the financial statements, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

2.5 Borrowing costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue.

2.6 Employee benefits

Defined contribution plan

Payments to defined contribution plans i.e., Company's contribution to provident fund, superannuation fund, employee state insurance and other funds are determined under the relevant schemes and/ or statute and charged to the Statement of Profit and Loss in the period of incurrence when the services are rendered by the employees.

Defined benefit and other long term benefit plans

Company's liabilities towards defined benefit plans and other long term benefits viz. gratuity are determined using the Projected Unit Credit Method. The liability is determined as a differential amount on the basis of actuarial valuation being carried out at each balance sheet date using Projected Unit Credit Method and fund balance. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period of occurrence of such gains and losses. Past service cost is recognised as an expense on a straight line basis over the average period until the benefits become vested. To the extent the benefits are already vested immediately following the introduction of, or changes to, a defined benefit plan, past service cost is recognised immediately.

Short-term employee benefits

Short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised undiscounted during the period employee renders services. These benefits include performance incentives.

Employee benefits have been disclosed net of recoveries, if any.

2.7 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

2.7.1 Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the standalone statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

2.7.2 Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the standalone financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

2.7.3 Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2.8 Property, plant and equipment (Including Capital Work in-Progress)

Property, plant and equipment are stated at their cost of acquisition or construction less accumulated depreciation and impairment losses. Costs of acquisition comprise all costs incurred to bring the assets to their location and working condition up to the date the assets are put to use.

Freehold land is not depreciated.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets	Estimated Useful life (years)
Building	9-60 years
Plant and Machinery	9-30 years
Furniture , Fixtures and Equipments	5-17 years
Computers	3-5 years
Vehicles	8-10 years

Depreciation on assets acquired /purchased during the year is provided on pro-rata basis from the date of each addition.

No depreciation is provided for leasehold land since as per the lease agreement, the lease are renewable at the option of the company for the further period at the end of the lease period, without/ with marginal payment of further premium.

Intangible assets are amortised so as to reflect the pattern in which the asset's economic benefits are consumed over a period not exceeding Ten years. The estimated period of benefit is determined based on a technical evaluation thereof by the management.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

2.9 Other intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Useful lives of intangible assets

Estimated useful lives of the intangible assets are as follows:

Assets	Estimated Useful life (years)
Software	upto 5 Years
Intellectual property	upto 10 Years

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognised as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

2.10 Cash and cash equivalents

For the Purpose of presentation in the statement of cash flow, cash and cash equivalents included cash in hand, deposit held at call with financial institution, other short term highly liquid investment with original maturities of three months or less that are readily convertible to known amount of cash and which are subject to insignificant risk of change in value, and bank overdraft.

2.11 Trade Receivable

Trade Receivable are recognized initially at fair value and subsequently measured at amortized cost using effective interest method, less provision for impairment

2.12 Impairment of tangible and intangible assets other than goodwill

At the end of each year, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indications that an impairment loss may have occurred. An impairment loss is charged to Statement of Profit and Loss in the year in which, an asset is identified as impaired, when the carrying value of the asset exceeds its recoverable value. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

2.13 Inventories

Raw Material - valued at First in First out method

Work in Process - Materials at weighted average cost and an appropriate absorption of factory overheads

Finished Product - Materials at weighted average cost and an appropriate absorption of factory overheads and excise duty wherever applicable.

Trading goods - Weighted average cost/ FIFO

Packing materials - valued at First in First out method

Obsolete, slow moving and defective inventories are identified from time to time and, where necessary, a provision is made for such inventories.

2.14 Provisions and contingencies

Provision is recognized in the accounts when there is a present obligation as a result of past event/s and it is probable that an outflow of resources will be required to settle the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.14.1 Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

2.14.2 Contingent Liabilities

Contingent liabilities, if any, are disclosed in the notes to the financial statements.

2.15 Financial instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

The company enters into derivative financial instruments to manage its exposure to foreign exchange rate risks, which includes foreign exchange forward contracts.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit and loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit and loss depends on the nature of the hedging relationship and the nature of hedged item.

2.16 Financial Assets

All recognised financial assets are measured in their entirety at either amortised cost or fair value.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

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

Interest income is recognised in profit or loss for Fair value through other comprehensive income (FVTOCI) debt instrument.

Financial assets at fair value through profit or loss (FVTPL)

Investments in equity instruments are classified as at Fair value through profit or loss (FVTPL), unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading

Financial assets at Fair value through profit or loss (FVTPL) are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at Fair value through other comprehensive income (FVTOCI) except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

2.17 Financial Liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities at Fair value through profit or loss (FVTPL) are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other income' line item.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

2.17 Key sources of estimation uncertainty and critical accounting judgements

In the course of applying the policies outlined in all notes under section 2 above, the Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period.

2.17.1 Useful lives of property, plant and equipment

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly depreciable lives are reviewed annually using the best information available to the Management.

2.17.2 Provisions and liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

2.17.3 Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

2.17.4 Fair value measurements

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

2.17.5 Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

M/S. RADHA MADHAV CORPORATION LIMITED

Notes to the financial statements for the year ended March 31, 2022

Note 3 : Tangible Assets

Description of Assets	Land - Freehold	Land - Leasehold	Buildings	Plant and Equipment	Electrical Installation	Computer	Vehicle	Office Equipment	Furniture and Fixtures	Total
I. Gross Block										
Balance as at 1 April, 2021	57.30	5.84	90.54	157.19	2.87	2.02	3.96	1.97	0.83	322.51
Additions during the year	-	-	-	-	-	-	-	-	-	-
Additions through business combination										-
Disposals	-	-	-	-	-	-	-	-	-	-
Reclassified as held for sale										-
Balance as on 31st March 2022	57.30	5.84	90.54	157.19	2.87	2.02	3.96	1.97	0.83	322.51
II. Accumulated depreciation and impairment for the year 2021-2022										
Balance as at 1 April, 2021	-	0.08	29.26	33.43	-	1.38	1.76	1.31	0.20	67.41
Depreciation / amortisation expense for the year	-	0.08	4.38	5.01	-	0.09	0.24	0.16	0.03	9.99
Acquisitions through business combinations										-
Eliminated on disposal of assets	-	-	-	-	-	-	-	-	-	-
Balance as on 31st March 2022	-	0.15	33.64	38.44	-	1.47	2.00	1.47	0.23	77.40
Net block (I-II)										
Balance as on 31st March 2022	57.30	5.68	56.90	118.75	2.87	0.55	1.96	0.50	0.60	245.11
Balance as on 31st March 2021	57.30	5.76	61.28	123.76	2.87	0.64	2.20	0.66	0.63	255.10

Description of Assets	Land - Freehold	Land - Leasehold	Buildings	Plant and Equipment -	Electrical Installation	Computer	Vehicle	Office Equipment	Furniture and Fixtures	Total
I. Gross Block										
Balance as at 1 April, 2020	57.30	5.84	90.54	157.19	2.87	2.02	3.96	1.97	0.83	322.51
Additions during the year	-	-	-	-	-	-	-	-	-	-
Additions through business combination										-
Disposals	-	-	-	-	-	-	-	-	-	-
Reclassified as held for sale										-
Balance as at 31 March, 2021	57.30	5.84	90.54	157.19	2.87	2.02	3.96	1.97	0.83	322.51
II. Accumulated depreciation and impairment for the year 2020-21										
Balance as at 1 April, 2020	-	-	24.48	27.60	-	1.22	1.41	1.04	0.16	55.90
Depreciation / amortisation expense for the year	-	0.08	4.78	5.83	-	0.16	0.35	0.27	0.04	11.51
Transfer to retained earning										-
Eliminated on disposal of assets	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March, 2021	-	0.08	29.26	33.43	-	1.38	1.76	1.31	0.20	67.41
Net block (I-II)										
Balance as on 31st March 2021	57.30	5.76	61.28	123.76	2.87	0.64	2.20	0.66	0.63	255.10
Balance as on 31st March 2020	57.30	5.84	66.06	129.59	2.87	0.80	2.55	0.93	0.67	266.61

Note 4 : Capital work-in-progress

Description of Assets	Capital work-in-progress
Balance as at 1 April, 2020	23.76
Additions	0.14
Balance as at 31 March, 2021	23.90
Additions	-
Balance as at 31 March, 2022	23.90

Note 5 : Intangible Assests

Description of Assets	Trademarks	Software	Total
Intangible Assets			
Cost			
Balance as at 1 April, 2021	1.05	0.21	1.26
Additions through business combination			
Balance as on 31st March 2022	1.05	0.21	1.26
II. Accumulated depreciation and impairment for the year 2021-22			
Balance as at 1 April, 2021	0.55	0.17	0.72
Amortisation expense for the year	0.11	0.04	0.15
Impairment losses recognised / (Reversed) in Statement of Profit and Loss			
Balance as on 31st March 2022	0.66	0.21	0.87
Net block (I-II)			
Balance as on 31st March 2022	0.40	(0.00)	0.40
Balance as on 31st March 2021	0.51	0.04	0.55

Description of Assets	Trademarks	Software	Total
Intangible Assets			
Cost			
Balance as at 1 April, 2020	1.05	0.21	1.26
Additions through business combination			
Balance as at 31 March, 2021	1.05	0.21	1.26
II. Accumulated depreciation and impairment for the year 2020-21			
Balance as at 1 April, 2020	0.44	0.13	0.57
Amortisation expense for the year	0.11	0.04	0.15
Balance as at 31 March, 2021	0.55	0.17	0.72
Net block (I-II)			
Balance as on 31st March 2021	0.51	0.04	0.55
Balance as on 1st April 2020	0.62	0.08	0.70

M/S. RADHA MADHAV CORPORATION LIMITED
Notes to the financial statements for the year ended March 31, 2022

Note 6 : Other financial assets

Rs. In millions

Particulars	As at March 31, 2022			As at March 31, 2021			As at April 01, 2020		
	Current	Non-Current	Total	Current	Non-Current	Total	Current	Non-Current	Total
Others									
- Security Deposits	6.38	7.83	14.21	6.38	7.83	14.21	5.63	7.83	13.46
- Interest receivables	2.59	-	2.59	1.78	0.04	1.82	0.26	0.45	0.71
- Rent Receivables	0.36		0.36	0.36		0.36	0.23		0.23
- Long term Bank deposits (Pledged with Bank as margin money)		-	-		0.37	0.37		1.68	1.68
	9.33	7.83	17.16	8.52	8.24	16.76	6.12	9.96	16.08

M/S. RADHA MADHAV CORPORATION LIMITED
Notes to the financial statements for the year ended March 31, 2022

Note 7 : Other assets

Particulars	Rs. In millions					
	As at March 31, 2022			As at March 31, 2021		
	Current	Non- Current	Total	Current	Non- Current	Total
(a) Capital advances		4.67	4.67		4.67	4.67
(b) Advances to suppliers	93.36		93.36	90.98		90.98
(c) Balances with government authorities			-			-
- Duties And taxes Receivable- Excise/Sales Tax/VAT etc	60.17		60.17	60.17		60.17
(d) Prepaid Expenses	-		-	-		-
(e) Others assets			-			-
- Loans to staff and workers	1.70		1.70	1.70		1.70
- Others	4.43		4.43	4.42		4.42
	159.66	4.67	164.33	157.27	4.67	161.94

M/S. RADHA MADHAV CORPORATION LIMITED
Balance Sheet as on March 31, 2022

Note 8 : Inventories

Particulars	(Rs. in millions)	
	As at March 31, 2022	As at March 31, 2021
Raw materials	0.04	0.04
Packing materials	-	-
Work-in-progress	-	-
Finished goods	0.04	0.04
Stock-in-trade	31.28	31.28
Total Inventories at the lower of cost and net realisable value	31.36	31.36

Included above, goods-in-transit: Nil

M/S. RADHA MADHAV CORPORATION LIMITED
Balance Sheet as on March 31, 2022

Note 9 : Trade receivables

Particulars	Rs. In millions	
	As at March 31, 2022	As at March 31, 2021
(a) Secured, considered good		
(b) Unsecured, considered good	58.37	48.74
(c) Unsecured, Doubtful	189.89	189.89
Less: Allowance for doubtful debts (expected credit loss allowance)	(189.89)	(189.89)
TOTAL	58.37	48.74

Note 9.1: Movement in Allowance for doubtful debts is as follows

Particulars	Rs. In millions	
	As at March 31, 2022	As at March 31, 2021
Balance at the beginning	189.89	189.89
Additions (Utilised)Net	-	-
Balance at the end	189.89	189.89

M/S. RADHA MADHAV CORPORATION LIMITED
Balance Sheet as on March 31, 2022

Note 10 : Cash and Bank Balances

Rs. In millions

Particulars	As at March 31, 2022	As at March 31, 2021
Current Cash and bank balances		
(i) Cash and cash equivalents		
Cash on hand	4.49	4.5
Balances in scheduled banks in current account	1.31	0.73
Term deposits (original maturity < 3 months)	-	0.4
(Pledged with Bank as margin money)		
	5.80	5.63
(ii) Other bank balances		
Other Short term bank Deposit	1.20	2.32
(Pledged with Bank as margin money)		
	1.20	2.32
Total Cash and bank balances	7.00	7.95

M/S. RADHA MADHAV CORPORATION LIMITED
Balance Sheet as on March 31, 2022

Note 11 : Current Tax Assets (Net)

Particulars	Rs. In millions	
	As at March 31, 2022	As at March 31, 2021
Current Tax Assets (Net of provisions)	1.35	1.35
	1.35	1.35

M/S. RADHA MADHAV CORPORATION LIMITED
Balance Sheet as on March 31, 2022

Note 12 : Equity Share Capital

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of shares	Amount	No. of shares	Amount
Authorised: Equity shares of Rs. 10/- each	114,000,000	1,140.00	114,000,000	1,140.00
Issued: Equity shares of Rs. 10/- each	91,295,175	912.95	91,295,175	912.95
Issued, Subscribed and Fully Paid: Equity shares of Rs. 10/- each	91,295,175	912.95	91,295,175	912.95
Total	91,295,175	912.95	91,295,175	912.95

(i) Rights, preferences and restrictions attached to equity shares

The Company has one class of equity share having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting, except in case of interim dividend.

In the event of liquidation, the equity shareholders are eligible to receive the remaining asset of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(ii) Reconciliation of the number of shares outstanding at the beginning and at the end of the period.

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of shares	Amount	No. of shares	Amount
Opening	91,295,175	912.95	91,295,175	912.95
Add : Issued during the year	-	-	-	-
Less : Extinguished on buyback during the period	-	-	-	-
Closing	91,295,175	912.95	91,295,175	912.95

(iii) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:

Name of shareholder	As at March 31, 2022		As at March 31, 2021	
	No. of shares	Percentage	No. of shares	Percentage
ANIL J AGARWAL	13,107,471	14.36%	13,107,471	14.36%
KHAZANA TRADECOM PRIVATE LIMITED	6,937,588	7.60%	6,937,588	7.60%
SULOCHANADEVI ANIL AGARWAL	4,625,141	5.07%	4,625,141	5.07%

There are no shareholders holding more than 5% of the aggregate equity shares of the Company except those mentioned above.

(iv) No shares are issued other than for cash during last five years

(v) No shares are reserved for issue under options

M/S. RADHA MADHAV CORPORATION LIMITED
Notes to the financial statements for the year ended March 31, 2022

Note No 13 :Other equity

Particulars	Rs. In millions	
	As at March 31, 2022	As at March 31, 2021
Capital reserve	134.290	134.29
Securities premium reserve	1,166.750	1,166.75
Share Warrant Application Money	-	-
Retained earnings	(2,588.090)	(2,581.36)
Total	(1,287.050)	(1,280.32)

(i) Movement in other equity:

Particulars	As at March 31, 2022	As at March 31, 2021
(I) Capital Reserve:		
Opening balance	134.29	134.29
Movement: Forfeited Warrant Money	-	-
Closing balance	134.29	134.29
(II) Securities premium account :		
Opening balance	1,166.75	1,166.75
Issue of of equity shares	-	-
Closing balance	1,166.75	1,166.75
(III) Share Warrant Money		
Opening balance	-	-
Arising/ (Issue of shares against) on Warrant Application Money	-	-
Closing balance	-	-
(IV) Retained earnings		
Opening balance	(2,581.36)	(2,517.290)
Profit	(6.73)	(70.140)
Other Comprehensive Income		
Remeasurement of defined benefit obligation (net of taxes)	-	6.070
Closing balance	(2,588.09)	(2,581.360)

(ii) Nature and purpose of each reserve within Other equity

Capital Reserve

Represented forfeited warrant application money being non subscribing/ conversion of warrant in to equity share with in terms of allotment.

Securities premium account

Where company issued shares at a premium, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to a "securities premium account" as per the provisions of applicable Companies Act.

Retained earning and dividend on equity shares:

This represent the surplus/ (deficit) of the profit or loss. The amount that can be distributed by the Company to its equity shareholders is determined considering the requirements of the Companies Act, 2013. Thus, the amount reported above are not distributable in entirety.

M/S. RADHA MADHAV CORPORATION LIMITED
Balance Sheet as on March 31, 2022

Note 14 : Other Financial Liabilities

Rs. In millions

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non Current	Current	Non Current
Financial liabilities at amortised cost:				
Assets Reconstruction Company- Secured		-		-
Recalled/ Current maturities of long-term debt- Secured	376.71		377.46	
Recalled Short Term borrowing from bank- Secured	(0.09)		(0.09)	
Deposit Received from Agent	170.91		170.91	
Employee benefits payable	3.89		3.94	
Sundry Creditors for Capital Goods	6.11		6.11	
Inter corporate Deposits	-		-	
Total	557.53	-	558.33	(0.13)

Note 15 : Provisions

Rs. In millions

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non- Current	Current	Non- Current
(a) Provision for employee benefits				
1. Compensated absences	1.27		1.27	
2. Group Gratuity Scheme	0.22	6.52	0.22	6.52
3. Provision for Bonus	3.64		3.63	
Total Provisions	5.13	6.52	5.12	6.52

(i) The provision for employee benefits includes annual leave and vested long service leave entitlements accrued, gratuity and ex-gratia/Bonus. The decrease in the carrying amount of the provision for the current year results from benefits being paid/ adjusted in the current year.

Note 16 : Other Liabilities

Rs. In millions

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non- Current	Current	Non- Current
Advances received from customers	85.08		76.86	
Statutory Dues/remittances	14.80		14.82	
Other liabilities				
Security Deposits - From Tenant		0.55		0.30
Total	99.88	0.55	91.68	0.30

M/S. RADHA MADHAV CORPORATION LIMITED
Notes to the financial statements for the year ended March 31, 2022

Note 17 : Trade Payables

Rs. in millions

Particulars	As at March 31, 2022	As at March 31, 2021
Trade payable for goods & services	253.47	253.20
Total	253.47	253.20

The Company has not received any intimation from “suppliers” regarding their status under Micro, Small and Medium Enterprise Act, 2006 and hence disclosure requirements in this regard could not be provided.

M/S. RADHA MADHAV CORPORATION LIMITED
Balance Sheet as on March 31, 2022

Note 18 : Current Tax Liabilities (Net)

Particulars	Rs. In millions	
	As at March 31, 2022	As at March 31, 2021
Current Tax Liabilities (Net of Advance tax)	0.00	0.00
	-	-

M/S. RADHA MADHAV CORPORATION LIMITED

Notes

Note 19 : Revenue from Operations

(Rs. in millions)

Particulars	Year ended 31 March, 2022	Year ended 31 March, 2021
Sale of goods	3.42	9.47
Other operating revenues	-	-
Total	3.42	9.47

M/S. RADHA MADHAV CORPORATION LIMITED

Notes to the financial statements for the year ended March 31, 2022

Balance Sheet as on March 31, 2022

Note 20 : Other Income

Particulars	(Rs. in millions)	
	Year ended 31 March, 2022	Year ended 31 March, 2021
Interest income on financial assets at amortised cost		
Interest income on deposits	0.12	0.06
Rent received	7.79	10.79
Other gains and losses		
Miscellaneous income	-	-
Total	7.91	11.76

M/S. RADHA MADHAV CORPORATION LIMITED

Notes to the financial statements for the year ended 31 March, 2022

Balance Sheet as on March 31, 2022

Note 21 : Cost of Material consumed

(Rs. in millions)

Particulars	Year ended 31 March, 2022	Year ended 31 March, 2021
Plastic Products	-	0.20
Paper Products	-	-
Other Raw Materials	-	-
Total	-	0.20

M/S. RADHA MADHAV CORPORATION LIMITED

**Notes to the financial statements for the year ended March 31, 2 Balance Sheet as on
March 31, 2022**

Note 22 : Purchases of Stock-in-trade

(Rs. in millions)		
Particulars	Year ended 31 March, 2022	Year ended 31 March, 2021
Purchases of Goods Traded in (FMCG , Cloths , Fashion & Consumer products)	-	0.20
Total	-	0.20

M/S. RADHA MADHAV CORPORATION LIMITED

**Notes to the financial statements for the year ended March 31, 2 Balance Sheet as on
March 31, 2022**

Note 23 : Changes in stock of finished goods, work-in-progress and stock-in-trade

(Rs. in millions)

Particulars	Year ended 31 March, 2022	Year ended 31 March, 2021
A.		
Inventories - Opening		
Finished goods	0.04	0.04
Work-in-Progress	-	-
Stock in Trade	31.28	96.92
Total (A)	31.32	96.96
B.		
Inventories - Closing		
Finished goods	0.04	0.04
Work-in-Progress	-	-
Stock in Trade	31.28	31.28
Total (B)	31.32	31.32
Total (A-B)	-	65.64

M/S. RADHA MADHAV CORPORATION LIMITED
Notes to the financial statements for the year ended March 31, 2022 Balance Sheet as on
Note 24 : Employee Benefits Expense

(Rs. in millions)		
Particulars	Year ended 31 March, 2022	Year ended 31 March, 2021
Salaries, wages and bonus	2.11	6.50
Contribution to provident and other funds	-	0.11
Provision for Gratuity	-	0.80
Staff welfare expenses	-	0.04
Total	2.11	7.45

Note 25 : Depreciation and amortisation expenses

Particulars	Year ended 31 March, 2022	Year ended 31 March, 2021	Year ended 31 March, 2020
Depreciation of property, plant and equipment pertaining to continuing operations	9.99	11.51	14.37
Amortisation of intangible assets	0.15	0.15	0.15
Total depreciation and amortisation expense	10.14	11.66	14.52

M/S. RADHA MADHAV CORPORATION LIMITED

Notes to the financial statements for the year ended March 31, 2022

Balance Sheet as on

Note 26 : Other Expenses

(Rs. in millions)

Particulars	Year ended 31 March, 2022	Year ended 31 March, 2021
Stores and spares consumed	-	-
Packing Material Consumed	-	-
Repairs and maintenance:		
Plant & machinery	-	0.03
Buildings	-	-
Others	-	-
Powe & Fuel oil consumed	-	1.10
Other Manufacturing Expenses	-	0.03
Carriage Outward	-	-
Other Selling & Distribution Expenses	0.06	0.24
Postage, Telephone & Mobile Expenses	0.03	0.10
Rent, Rate & Taxes	-	0.36
Royalty	-	-
Duty & Taxes Expenses Account	-	-
Insurance charges	-	-
Commission, Incentive, Discount and Scheme Expenses	-	1.18
Loss on Sale of Assets	-	-
Net foreign exchnage loss	-	-
Property, plant and equipment written-off	-	-
Net loss / (gain) on Derivative contracts	-	-
Auditors remuneration and out-of-pocket expenses		
(i) For Financial Audit (Including Quarterly Audits) as Statutory Auditor	0.01	0.19
(ii) For Other services	-	-
(iii) Auditors out-of-pocket expenses	-	-
Legal and other professional costs	5.05	2.00
Penal charges paid for late payments of Duties & Taxes	-	-
Travelling Expenses	-	-
Corporate social responsibility expense	-	-
Rectification And Adjustment Account	-	-
Provision for doubtful debt	-	-
Other General Expenses	0.66	0.99
	5.81	6.22

Note 27 : Exceptional items

(Rs. in millions)

Particulars	Year ended 31 March, 2022	Year ended 31 March, 2021
Gain on OTS of Loans	-	-
	-	-

Gain on OTS of Loans

Includes Gain on one time settlement of secured loans

(Rs. in millions)	
Year ended 31 March, 2020	
	0.04
	1.38
	1.35
	0.73
	-
	6.43
	1.24
	1.86
	3.05
	0.45
	0.79
	0.20
	0.25
	47.72
	0.27
	0.30
	0.25
	3.65
	0.03
	-
	0.00
	0.01
	9.04
	79.04

(Rs. in millions)	
Year ended 31 March, 2018	
	-
	-

28 a. Basic Earnings per share

Balance Sheet as on March 31, 2022

The earnings and weighted average number of equity shares used in the calculation of basic earnings per share

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Profit for the period attributable to owners of the Company (A)	(6.73)	(70.14)
Weighted average number of equity shares for the purposes of basic earnings per share (Quantity in No.) (B)	96,467,011	69,575,152
Basic Earnings per share (A/B)	(0.07)	(1.01)

28 b. Diluted earnings per share

The earnings used in the calculation of diluted earnings per share are as follows.

The weighted average number of equity shares for the purpose of diluted earnings per share reconciles to the weighted average number of equity shares used in the calculation of basic earnings per share as follows:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Earnings used in the calculation of basic earnings per share	(6.73)	(70.14)
Adjustments	-	-
Earnings used in the calculation of diluted earnings per share (A)	(6.73)	(70.14)
Weighted average number of equity shares used in the calculation of basic earnings per share (Quantity in '000)	96,467,011	69,575,152
*Optionally convertible share warrant	-	-
Weighted average number of equity shares used in the calculation of diluted earnings per share (B)	96,467,011	69,575,152
Diluted earnings per share (A/B)	(0.07)	(1.01)

*Previous year impact of 1,91,75,000 Optionally convertible share warrant is anti-dilutive and hence same have been excluded

M/S. RADHA MADHAV CORPORATION LIMITED**Notes to the standalone financial statements for the year ended March 31, 2022**

Balance Sheet as on March 31, 2022

29. Financial instruments**29.1 Categories of financial instruments**

(Rs. in millions)

Particulars	As at March 31, 2022	As at March 31, 2021
Financial assets		
Measured at amortised cost		
(a) Cash and bank balances	7.00	7.95
(b) Other financial assets at amortised cost (including trade receivables)	75.53	65.50
Financial liabilities		
Measured at amortised cost (including trade payables balance)	811.00	811.40

29.2 Financial risk management

The company's principal financial liabilities comprises borrowings, trade and other payable. The main purpose of these financial liabilities is to finance the company's operation. The company's principal assets include loan, trade and other receivable and cash and cash equivalents that are derived directly from its operation.

The company is exposed to credit risk and liquidity risk. The company's senior management oversees the management of these risks:

A.Credit risk management

The company is exposed to credit risk from its operating activities (Primarily for trade receivable). To manage credit risk the company follows a policy of providing 0-90 days credit on the basis of nature of customers. The credit limit policy is established considering the current economic trends of the industry and geographies in which company is operating.

However, the trade receivable are monitored on periodic basis for assessing any significant risk of non-recoverability of dues and provision is created accordingly.

30 Liquidity risk management

Liquidity risk is the risk that the company will not be able to settle or meet the obligation on time or at a reasonable price. This risk arises from obligation on account of the company's financial liabilities such as borrowings, trade payable etc.

The company's corporate finance department is responsible for liquidity and funding management and settlement. In addition, processes and policies related to such risk are overseen by senior management. Management monitors the company's net liquidity position through rolling forecast on the basis of expected cashflows.

The table below summarises the maturity profile of the company's financial liabilities based on contractual undiscounted payment at each reporting date:

Maturties of financial liabilities

(Rs. in millions)

As at 31 March 2022	Within 1 year	Between 1 and 2 Year	Beyod 2 year	Total
Trade Payable	253.47	-	-	253.47
Other financial liabilities	557.53	212.23	-	769.76
Total	811.00	212.23	-	1,023.23

As at 31 March 2021	Within 1 year	Between 1 and 2 Year	Beyod 2 year	Total
Trade Payable	253.20	-	-	253.20
Other financial liabilities	345.97	212.23	-	558.20
Total	599.17	212.23	-	811.40

B. Loan Covenants

i)

Repayment schedule of due of Assets Reconstruction Company

Particulars	(Rs. in millions)
2020-21	86.53
2021-22	127.75
2022-23	84.48

ii)
All dues of Assets Reconstruction Company, Recalled/ Current maturities of long-term debt and Recalled Short Term borrowing from bank are Secured against mortgage of entire Land & Building and Hypothecation of entire Plant & Machinery and other Fixed assets of the company and also Secured by Hypothecation of entire Inventories and Book Debts and other current assets of the company
This loan is also secured by personal guarantee of promoter directors
(Repayable with Interest: 16.50 % & 15.60 %)

iii)
Defaulted in repayment of dues to Banks / ARC

(Rs. in millions)		
Particulars	As at 31 March 2022	As at 31 March 2021
Installment		
1. Period of default upto	6 Months	6 Months
2. Amount	78.79	78.79

IV)
The Company is undergoing substantial financial stress since 2nd half of the immediately preceding Financial Year. The Company had entered into a financial arrangement with ARC. Because of lack of funds and sale of Uttaranchal Plant not materialized, the conditions of repayment could not be fulfilled and the amounts could not be repaid in time. The ARC has issued a legal notice to the Company which is being under negotiation and the management is hopeful of working out an amicable solution. In view of this, no provision of any penal interest and other charges have been made in the accounts.

31. Capital Managment

A. Risk Management

The company's objectives when managing capital are to

- '-Safeguard it's ability to continue as going concern, so that it can countinue to provide return for shareholder and benefits for other shareholder and
- '-maintain an optimal capital structuer to reduce the cost of capital.

The company monitors its capital by using gearing ratio, which is net debt dividend by total equity. Net debt include non-current and current borrowings net of cash and cash equivelants and total equity comprises of equity share capital, security premium, general reserv, other comprehansive income and retained earnings

B. The Capital compostion is as follows

(Rs. in millions)		
Particulars	As at 31 March 2022	As at 31 March 2021
Gross Debt	376.62	377.37
Less: Cash and bank balance	7.00	7.95
Net Debt (A)	369.62	369.42
Equity (B)	(374.10)	(367.37)
Gearing Ratio (A/B)%	(0.99)	(1.01)

Balance Sheet as on March 31, 2022

Notes to the financial statements - continued

32. Commitments for expenditure

(Rs. in millions)

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
Total	-	-

33. Contingent liabilities

(Rs. in millions)

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Suppliers claims against the Company not acknowledged as debt	39.29	39.29
(b) Guarantees given by banks	10.10	10.10
(c) Other money for which the company is contingently liable		
- Disputed Liability of Central Excise & Service Tax. Dispute pending with High Court, Customs Excise & Service Tax Appellate Tribunal and Commissions (Appeal) Central Excise & Customs.	6.97	6.97
- Disputed Liability of Sales Tax. Dispute is pending before Deputy Commission commercial Tax office.	20.97	20.97
- Disputed Liability of Provident Fund. Dispute is pending before Employee's Provident Fund Appellate Tribunal.	12.28	12.28

The Company has paid under protest Rs. 51.00 Million to the DRI demand against duty, penalty and other proceedings initiated against company and Managing Directors of the Company towards non fulfillment of export obligations by the Company. The amount so paid has been shown under loans and advances. The Company is hopeful to withstand the case in favour of the Company and therefore, no provision in this respect has been made in the books of accounts.

34. Employee benefit plans

Balance Sheet as on March 31, 2022

The Company operates defined contribution Gratuity benefit plans for all qualifying employees of its Company. The assets of the plans are held separately from those of the Company in funds managed by insurance company. Where employees leave the plans prior to full vesting of the contributions, the contributions payable by the Company are reduced by the amount of forfeited contributions.

Gratuity Benefit is payable to employees as per the provisions of Payment of Gratuity Act, 1972 and its later amendments.

All employees are entitled to Gratuity Benefits on exit from service due to retirement, resignation or death. There is a vesting period of 5 years on exits due to retirement or resignation.

The most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out at March 31, 2018. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

The principal assumptions used for the purposes of the actuarial valuations were as follows.

Particulars	(Rs. in millions)	
	Valuation as at	
	As at March 31, 2022	As at March 31, 2021
Discount rate(s)	6.80%	6.80%
Expected rate(s) of salary increase	7.00%	7.00%
Retirement Age	58	58
Attrition Rate	5% to 1%	5% to 1%
Mortality rates*	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.

Particulars	Valuation as at	
	As at March 31, 2022	As at March 31, 2021
Present Value of Benefit Obligations- changes over the valuation period		
Present Value of Benefit Obligation on 1-4-2021	12.85	12.85
Current Service cost	1.92	1.92
Interest cost	0.87	0.87
Benefits paid	0.00	0.00
Actuarial losses (gains) arising from change in financial assumptions	1.42	1.42
Actuarial losses (gains) arising from change in demographic assumptions	0.00	0.00
Actuarial losses (gains) arising from experience adjustments	-4.05	-4.05
Present Value of Benefit Obligation on 31-03-2022	13.02	13.02
Bifurcation of Present Value of Benefit Obligation		
Current - Amount due within one year	0.80	0.80
Non-Current - Amount due after one year	12.22	12.22
Total	13.02	13.02

Expected Benefit Payments in Future Years		
Year 1	0.80	0.80
Year 2	0.46	0.46
Year 3	0.39	0.39
Year 4	0.48	0.48
Year 5	0.70	0.70
Year 6 to Year 10	2.63	2.63
Sensitivity Analysis- Effects of Key Assumptions on Defined Benefit Obligations		
Discount Rate - 1 percent increase	11.45	11.45
Discount Rate - 1 percent decrease	14.90	14.90
Salary Escalation Rate - 1 percent increase	14.88	14.88
Salary Escalation Rate - 1 percent decrease	11.44	11.44
Withdrawal Rate - 1 percent increase	13.00	13.00
Withdrawal Rate - 1 percent decrease	13.03	13.03
Changes in Fair Value of Plan Assets		
Fair Value of Plan Assets on 1-4-2021	1.00	1.00
Expected Return on Plan Assets	0.07	0.07
Company Contributions	0.00	0.00
Benefits paid	0.00	0.00
Actuarial gains / (losses)	-0.07	-0.07
Fair Value of Plan Assets on 31-03-2022	1.00	1.00
Asset Category of Plan Assets		
Government of India Securities	-	-
High quality corporate bonds	-	-
Equity shares of listed companies	-	-
Property	-	-
Funds managed by Insurance Company	100%	100%
Cash / Bank Balance	-	-
Balance Sheet - Amount to be recognised		
Present Value of Benefit Obligation on 31-03-2022	13.02	13.02
Fair Value of Plan Assets on 31-03-2022	1.00	1.00
Net Liability / (Asset) recognised in Balance Sheet	12.01	12.01
Profit and Loss statement		
Current Service cost	1.92	1.92
Net interest on net Defined Liability / (Asset)	0.81	0.81
Expenses recognised in Statement of Profit and Loss	2.73	2.73
Other Comprehensive Income		
Actuarial (Gains) / Losses on Liability	-2.63	-2.63
Return on Plan Assets excluding amount included in 'Netinterest on net Defined Liability / (Asset)' above	0.07	0.07
Total	-2.56	-2.56

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Notes to the financial statements - continued

Balance Sheet as on March 31, 2022

33. Related Party Disclosures

As at March 31, 2022

(a) Name of the Related Parties and Description of Relationship:

Nature of Relationship	Name of Entity
Associates - Direct	Abhishek Packaging Industries Maharastra Polycane Industries Radha Madhav Research and Trade Pvt. Ltd. Print Rite Abias Export Pvt. Ltd. Care Plus Industries Swati Packaging Radha Krishna Industries Radha Madhav Residency Radha Madhav Holdings Pvt. Ltd. Shree Dagruseeth Infracon
Key Management Personnel ("KMP")	Mr. Mitesh Agrawal Mr. Abhishek Agrawal Mr. Mangesh Sethye Mr. Keyur Naik
Relatives of KMP	Mr. Anil Agrawal

As at March 31, 2021

(a) Name of the Related Parties and Description of Relationship:

Nature of Relationship	Name of Entity
Associates - Direct	Abhishek Packaging Industries Maharastra Polycane Industries Radha Madhav Research and Trade Pvt. Ltd. Print Rite Abias Export Pvt. Ltd. Care Plus Industries Swati Packaging Radha Krishna Industries Radha Madhav Residency Radha Madhav Holdings Pvt. Ltd. Shree Dagruseeth Infracon
Key Management Personnel ("KMP")	Mr. Mitesh Agrawal Mr. Abhishek Agrawal Mr. Mangesh Sethye Mr. Keyur Naik
Relatives of KMP	Mr. Anil Agrawal

Notes to the financial statements - continued

Balance Sheet as on March 31, 2022

Related Party Disclosures (contd.)

Year ended March 31, 2022

(Rs. in millions)

(b) transactions/ balances with above mentioned related parties (mentioned in note 36 above)

Particulars	Company's Name	Associates	Key Management personnel and relatives	Total
Balance				
Advances Recoverable - Short Term	Maharastra Polycane Industries	-		-
				-
Deposits given	Abhishek Agarwal		4.00	4.00
Trade Payables	Swati Packaging	1.74		1.74
	Abhishek Packaging Ind	0.14		0.14
	Print Rite	0.10		0.10
Trade Receivables	Maharastra Polycane Industries	0.20		0.20
Transactions				
Purchase of Goods	Maharastra Polycane Industries	-		-
Remuniration	Company Secretary		-	-
	CFO		-	-
Rent Expense	Swati Packaging	-		-
	Radha Krishna Industries	-		-

Year ended March 31, 2021

(Rs. in millions)

(b) transactions/ balances with above mentioned related parties (mentioned in note 36 above)

Particulars	Company's Name	Associates	Key Management personnel and relatives	Total
Balance				
Advances Recoverable - Short Term	Maharastra Polycane Industries	-		-
				-
Deposits given	Abhishek Agarwal		4.00	4.00
Trade Payables	Swati Packaging	1.74		1.74
	Abhishek Packaging Ind	0.14		0.14
	Print Rite	0.10		0.10
Trade Receivables	Maharastra Polycane Industries	0.20		0.20
Transactions				
Purchase of Goods	Maharastra Polycane Industries	-		-
Remuniration	Company Secretary		-	-
	CFO		-	-
Rent Expense	Swati Packaging	-		-
	Radha Krishna Industries	-		-

Note: 36**Segment Reporting**

Balance Sheet as on March 31, 2022

The Company has identified business segment

Company has identified two reportable segment

Geographical revenues are allocated based on the location of the customer. Geographical segments of the company are India and Others.

(Rs. in millions)

Particulars	Consumer and Other (Trading)		Packaging Division (Manufactured Products)				Unallocable		Total	
			End User		Channel Partners					
	Year ended 31 March, 2022	Year ended 31 March, 2021	Year ended 31 March, 2022	Year ended 31 March, 2021	Year ended 31 March, 2022	Year ended 31 March, 2021	Year ended 31 March, 2022	Year ended 31 March, 2021	Year ended 31 March, 2022	Year ended 31 March, 2021
Segment Revenue	3.41	9.47	0	0	-	-			3.41	9.47
Less:- Inter-Segment Revenue			-	-	-	-			-	-
Net Sales / Income From Operations	3.41	9.47	0	0	-	-			3.41	9.47
Segment Results	(26.91)	(57.29)	(3.11)	(4.67)	(5.94)	(7.57)			(35.96)	(69.53)
Unallocated corporate expenses/Income (Net)							1.10	0.61	1.10	0.61
Operating profit									(37.06)	(70.14)
Finance costs									-	-
Exceptional Items -Expenses/(Income)									-	-
Profit Before tax									(37.06)	(70.14)
Tax									-	-
Net profit									(37.06)	(70.14)
Other Information										
Segment Assets	96.20	125.44	96.5	99.62	169.17	166.58	156.79	156.02	518.66	547.66
Segment Liabilities	411.85	410.63	26.25	25.81	32.59	26.03	452.39	452.55	923.08	915.02
Capital Expenditure		-	-	-	-	-	-	-	-	-
Depreciation	-	-	5.93	3.54	3.11	6.69	1.10	1.42	10.14	11.65
Non-cash expenses other than depreciation	-	-	-	-	-	-				

Secondary Segment Information:

Geographical Segment	India		Other Countries		Total	
	Year ended 31 March, 2022	Year ended 31 March, 2021	Year ended 31 March, 2022	Year ended 31 March, 2021	Year ended 31 March, 2022	Year ended 31 March, 2021
Segment Revenue	3.41	9.47	-	-	3.41	9.47
Carrying Amount of Segment Assets	516.01	545.01	2.65	2.65	518.66	547.66
Addition to Fixed Assets and Intangible Assets	-	-	-	-	-	-

Note: 37**A. Detail of Manufactured goods****(Rs. In millions)**

Particulars	Year ended 31 March, 2022	Balance Sheet as on March 31, 2021
Plastic Products		
Sales Values	41.79	41.79
Closing Inventory	0.04	0.04
Opening Inventory	3.29	3.29
Paper Products		
Sales Values	1.88	1.88
Closing Inventory	0.00	0.00
Opening Inventory	0.39	0.39
Total		
Sales Values	43.67	43.67
Closing Inventory	0.04	0.04
Opening Inventory	3.68	3.68

B. Detail of Traded goods**(Rs. In millions)**

Particulars	Year ended 31 March, 2022	Balance Sheet as on March 31, 2021
Cloths & Fashion Products		
Sales Values	247.51	247.51
Closing Inventory	-	-
Opening Inventory	584.92	584.92
Others		
Sales Values	57.84	57.84
Closing Inventory	96.92	96.92
Opening Inventory	164.36	164.36
Total		
Sales Values	305.35	305.35
Closing Inventory	96.92	96.92
Opening Inventory	749.28	749.28

C. Detail of Work-in-Process**(Rs. In millions)**

Particulars	Year ended 31 March, 2022	Balance Sheet as on March 31, 2021
Plastic Products		
Opening Inventory	49.11	49.11
Closing Inventory	-	-
Paper Products		
Opening Inventory	3.42	3.42
Closing Inventory	-	-
Total		
Opening Inventory	52.53	52.53
Closing Inventory	-	-

Note: 38**(Rs. In millions)**

C.I.F. Value of Imports	Year ended 31 March, 2022	Balance Sheet as on March 31, 2021
Raw Materials, Components & spare parts and Capital goods	0	0

(Rs. In millions)

Expenditure in Foreign Currency	Year ended 31 March, 2022	Balance Sheet as on March 31, 2021
Professional and consultation fees	0	0

(Rs. In millions)

Earnings in Foreign Exchange	Year ended 31 March, 2022	Balance Sheet as on March 31, 2021
All Earnings in Foreign Exchange	0	0

Note: 39**Auditors' Remuneration****(Rs. In millions)**

Particulars	Year ended 31 March, 2022	Balance Sheet as on March 31, 2021
i.] As Auditors	0.25	0.25
ii.] Tax Audit	0	0
iii.] Taxes	0.05	0.05
Total	0.36	0.36

The Company has not paid any remuneration to any director during the year under consideration.

Note: 40

a. The company is in the process of obtaining confirmation from parties, and reconciliation differences, if any, in payable and receivables will be adjusted in the books. On ramping up of packaging business, company is hopeful of recovering the book debts.

b. Previous year figures have been regrouped & rearranged wherever necessary.

Note: 41

The Company is undergoing substantial financial stress since 2nd half of the immediately preceding Financial Year. The Company is taking active steps to monetize it's assets and is in discussions with many parties to sell off it's marketing business. The management of the Company is evaluating various options, including starting a new line of business, restructuring it's liabilities and recommencement of it's operations, reducing the promoters stake by way of selling of their stake to a strategic partner or with further equity infusion which are not wholly within the control of the Company. In view of all the actions that are currently under way, these financial statements have been prepared on the basis that the Company is a going concern.

Note: 42**CSR Expenditure**

(a) Gross amount required to be spent by the company during the year as per Section 135 of the Companies Act, 2013 read with schedule VII: INR 1.99 millions (Previous Year 1.34)

(b) Amount spent during the year on

(i) Construction/acquisition of any asset : Nil

(ii) On purposes other than (i) above : INR 3.90 millions -2019

43. Approval of financial statements

The financial statements were approved for issue by the board of directors on 03-07-2023

In terms of our report of even date attached.

For Ajay Shobha & Co.

Chartered Accountants

For and on behalf of the Board of Directors

Ajay Gupta
Partner

Chairman
VIJAY PATEL
7505750

Whole time Director & CFO
NITIN JAIN
9833381

Date: 03-07-2023

Place: Mumbai

UDIN: 23053071BGVWEK3115

Company Secretary

RAJESH THARU

To,

If Undelivered please return to:
Compliance Officer,
Radha Madhav Corporation Limited
Survey No. 50/9 Adaman Industrial Estate,
Village Kadaiya, Nani Daman - 396210 UT of Daman & Diu

RADHA MADHAV CORPORATION LIMITED

(CIN: L74950DD2005PLC003775)

Regd. Office: Survey No. 50/9/A, Daman Industrial Estate, Village Kadaiya,
Nani Daman 396 210, UT of Daman & Diu

Website: www.rmclindia.co.in ; E-mail: investor_complaint@rmclindia.co.in,
Contact No.: +91 9377006001

NOTICE is hereby given that the **18th (Eighteenth)** Annual General Meeting of the members of **Radha Madhav Corporation Limited** (CIN: L74950DD2005PLC003775) is scheduled to be held on Saturday, August 5, 2023 at 12.30 p.m. at the Registered Office of the Company at Survey No. 50/9/A, Daman Industrial Estate, Village Kadaiya, Nani Daman - 396 210, UT of Daman & Diu to transact the following business.

(On October 22, 2020, the company was admitted under CIRP. Pursuant to the Insolvency Commencement Order and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional. The Resolution Professional was unable to hold AGM during that year. Therefore, the 18th AGM of the company is scheduled to be held now.)

ORDINARY BUSINESS:

- 1** To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2022 and Profit & Loss statement for the accounting year ended as on that date together with the Directors' Report and Auditors' Report thereon.
- 2** To appoint a Director in place of Mr. Kamakhya Prasad Dala Behra (DIN: 09016020), who retires by rotation. Being eligible, he has offered himself for re-appointment as a Director of the Company.

**For and on behalf of the Board of Directors
Radha Madhav Corporation Limited**

**Date: July 3, 2023
Place: Nani Daman**

**Vijay Haribhai Patel
Director
(DIN: 07505750)**

NOTES:

1. **On October 22, 2020, the company was admitted under CIRP. Pursuant to the Insolvency Commencement Order and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional. The Resolution Professional was unable to hold AGM during that year. Therefore, the 18th AGM of the company for the year ended 2021-2022 is scheduled to be held now.**
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him / her and that the proxy need not be a member of the company.
3. **THE ENCLOSED PROXY FORM, IF INTENDED TO BE USED SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED, STAMPED AND SIGNED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
4. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorised signatory, authorising their representatives to attend and vote on their behalf at the Meeting. Signature on the resolution should match with the Specimen Signature.
5. The Company has appointed M/s. NVB & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the e-voting process.
6. The result of the e-voting shall be declared by the director of the company on August 7, 2023.
7. Members desiring any information on the accounts of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
8. For the convenience of the Members, for proper conduct of the Meeting and as a measure to save cost, Members are requested to bring their copy of Annual Report along with the Ballot Paper and Attendance Slip to the Meeting and hand over the Slip at the entrance duly signed by them. Duplicate Admission slips will not be provided at the meeting hall.
9. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Nos. and those who hold shares in physical form are requested to write their Folio No. in the Attendance Slip for attending the Meeting
10. The Register of Members and Share Transfer Books of the Company shall remain closed from July 30, 2023 to August 1, 2023 (both days inclusive) for the purpose of the Annual General Meeting of the Company.

11. For security reasons, no gadgets, mobile phones, cameras, article/baggage will be allowed at the venue of the Meeting. The Members/attendees are strictly requested not to bring any gadgets, mobile phones, cameras, article/baggage, etc. to the venue of the Meeting. Members/Proxies are requested to carry their Original Photo ID.
12. The e-voting period begins on Wednesday, August 2, 2023 at 10.00 a.m. and ends on Friday, August 4, 2023 at 5.00 p.m. During this period, shareholders' of the Company, holding shares as on the cut-off date i.e. July 30, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
13. All documents referred to in this notice are open for inspection at the Registered Office of the Company between 11.00 am to 4.00 pm on any working day till the date of AGM.
14. The facility for voting through polling paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through polling paper. Members who have cast their votes by remote e-voting prior to AGM may attend the AGM and are eligible to cast their vote physically, voting done earlier through e-voting will be considered invalid.
15. Pursuant to proviso to Regulation 40(1) of the Regulations, effective 1st April 2019, the Company is not permitted to process requests for transfer of securities, other than transmission or transposition of names in physical form. So, persons holding shares in physical form are requested to take actions for dematerialisation of their holdings to ensure hassle free transactions in the shares.
16. Members may avail nomination facility in respect of their holdings. Those holding shares in physical form may obtain the nomination form from the RTA. Those holding shares in demat form may approach their DP for registering the nominations.
17. Members may note that as per the Secretarial Standard 2 notified by the Government, no gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Meeting and hence there will be no distribution of packaged items in connection with the meeting.

**For and on behalf of the Board of Directors
Radha Madhav Corporation Limited**

**Date: July 3, 2023
Place: Nani Daman**

**Vijay Haribhai Patel
Director
(DIN: 07505750)**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES
ACT, 2013**

Item No. 2: Appointment of Mr. Kamakhya Prasad Dala Behra (DIN: 09016020), as Non- Executive and Non-Independent Director of the Company

Mr. Kamakhya Prasad Dala Behra (DIN: 09016020), retires by rotation and is being proposed for re-appointment.

Brief Profile of Mr. Kamakhya Prasad Dala Behra:

More than a decade experience in marketing.

The Statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:

Name of Director & DIN	Mr. Kamakhya Prasad Dala Behra (DIN: 09016020)
Date of Birth	15/08/1984
Age	38 years
Date of first appointment in the current designation	29/09/2022
Qualifications	
i Educational	B.Com
ii Experience in Years	11 years of experience in marketing
No. of shares held in the Company	NIL
Relationship with other Directors and Key Managerial Personnel	No Inter-se relationship with any other Director, or Key Managerial Personnel of the Company
No. of Board Meetings attended during F.Y. 2022-23	02
Directorships in other Companies (Excluding Foreign Companies)	1. Calvin Multiproducts Private Limited
Remuneration Proposed to be paid (2022-23)	Nil
Memberships/ Chairmanship of Committees of other Companies	NIL
Terms and Condition of appointment	Director, liable to retire by rotation, the said appointment is being made as per Section 160 of the Companies Act, 2013 and there is no variation in the terms and conditions

The Board of Directors recommends the approval of members by way of ordinary resolution.

Memorandum of Interest

None of the directors and key managerial personnel of the Company and their relatives (as defined in the Companies Act, 2013) except Mr. Kamakhya Prasad Dala Behra are in any way, concerned or interested in the proposed resolution.

**For and on behalf of the Board of Directors
Radha Madhav Corporation Limited**

**Date: July 3, 2023
Place: Nani Daman**

**Vijay Haribhai Patel
Director
(DIN: 07505750)**

RADHA MADHAV CORPORATION LIMITED

(CIN: L74950DD2005PLC003775)

Regd. Office: Survey No. 50/9/A, Daman Industrial Estate, Village Kadaiya,
Nani Daman 396210, UT of Daman & Diu

Website: www.rmclindia.co.in; E-mail: investor_complaint@rmclindia.co.in,
Contact No.: +91 9377006001

Dear Shareholder(s),

This is to inform you that the Company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new SEBI listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this, we solicit your co-operation in providing the following details to us:

1. If you are holding the shares in dematerialized form, you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No. :
PAN :
E-mail ID :
Telephone No. :
Name and Signatures i.
ii.
iii.

Thanking you,

Yours Faithfully,

**For and on behalf of the Board of Directors
Radha Madhav Corporation Limited**

**Date: July 3, 2023
Place: Nani Daman**

**Vijay Haribhai Patel
Director
(DIN: 07505750)**

RADHA MADHAV CORPORATION LIMITED

(CIN: L74950DD2005PLC003775)

Regd. Office: Survey No. 50/9/A, Daman Industrial Estate, Village Kadaiya,
Nani Daman 396210, UT of Daman & Diu

Website: www.rmclindia.co.in; E-mail: investor_complaint@rmclindia.co.in,
Contact No.: +91 9377006001

Attendance Slip

Name:

No. of Shares:

Folio No./DP/Client ID:

I hereby record my presence at the 18th Annual General Meeting of the Company on Saturday, August 5, 2023 at 12.30 p.m. at the Registered Office of the Company at Survey No. 50/9/A, Daman Industrial Estate, Village Kadaiya, Nani Daman - 396210, UT of Daman & Diu.

(Proxy's full name in block capitals)

Member's/Proxy's Signature

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Wednesday, August 2, 2023 at 10.00 a.m. and ends on Friday, August 4, 2023 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. July 30, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have cast their votes by remote e-voting prior to AGM may attend the AGM and are eligible to cast their vote physically, voting done earlier through e-voting will be considered invalid.
- (iii) Pursuant to SEBI Circular No. EBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI Circular No. EBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a

	Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **Radha Madhav Corporation Limited** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; rmcl@rmclindia.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

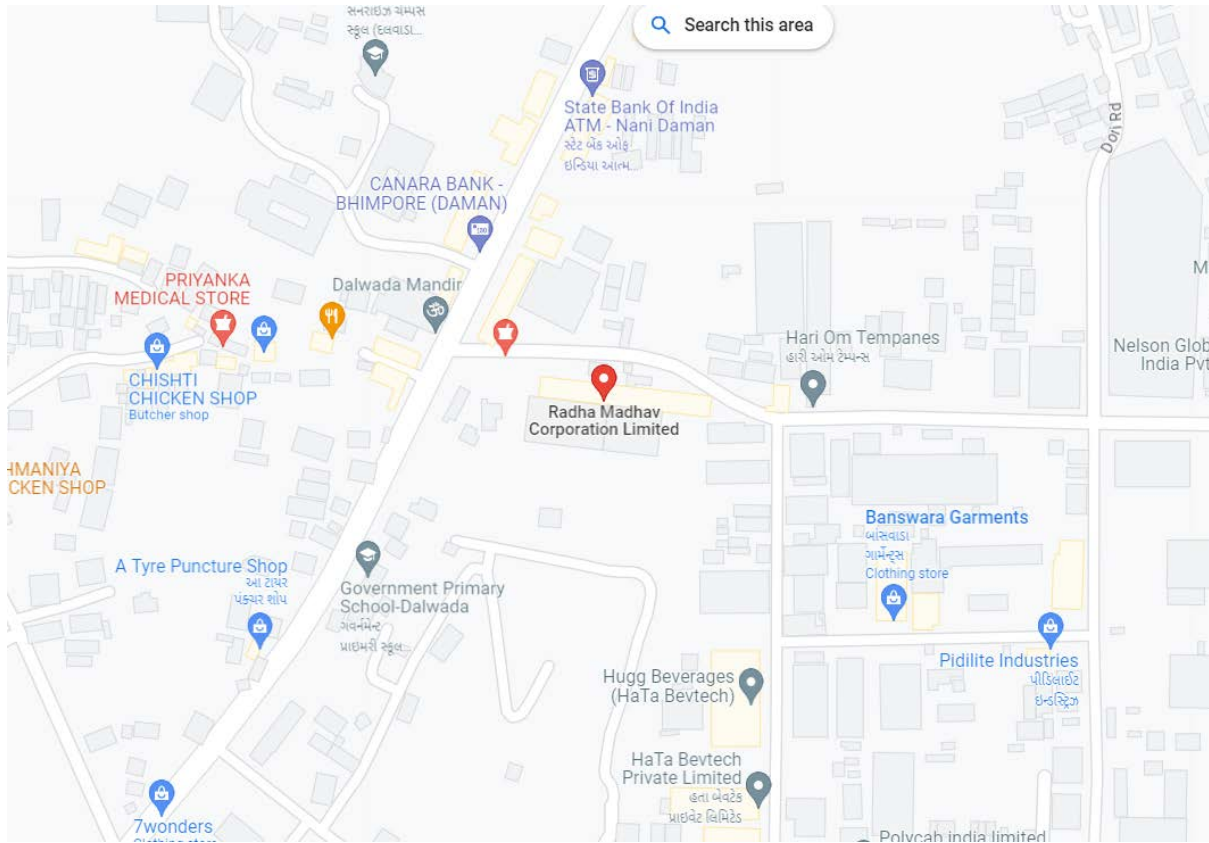
PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rmcl@rmclindia.co.in or rnt.helpdesk@linkintime.co.in.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or toll free no. 1800 22 55 33.

Route map to the venue of the AGM



RADHA MADHAV CORPORATION LIMITED

(CIN: L74950DD2005PLC003775)

Regd. Office: Survey No. 50/9/A, Daman Industrial Estate, Village Kadaiya,
Nani Daman 396210, UT of Daman & Diu

Website: www.rmclindia.co.in; E-mail: investor_complaint@rmclindia.co.in,
Contact No.: +91 9377006001

MGT – 11 PROXY FORM

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

Name of the member:

Registered address:

Email ID:

No of Shares held:

Folio No./Client ID:

DP. ID:

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

1. Name:
Address:
.....
Signature:....., or
failing him
2. Name:
Address:
.....
Signature:....., or
failing him
3. Name:
Address:
.....
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th
Annual General Meeting of the Company, to be held on Saturday, August 5, 2023 at 12.30
p.m. at the Registered Office of the Company at Survey No. 50/9/A, Daman Industrial
Estate, Village Kadaiya, Nani Daman - 396210, UT of Daman & Diu and at any adjournment
thereof in respect of such Resolutions as are indicated in the notice:

Signed this.....day of2023.

Signature of shareholder(s)

Signature of Proxy holder(s)

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

Affix
Revenue
Stamp

RADHA MADHAV CORPORATION LIMITED

(CIN: L74950DD2005PLC003775)

Regd. Office: Survey No. 50/9/A, Daman Industrial Estate, Village Kadaiya,
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Website: www.rmclindia.co.in; E-mail: investor_complaint@rmclindia.co.in,

Contact No.: +91 9377006001

Form No. MGT – 12

POLLING PAPER

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

1. Name and Registered address of the Sole/First Named Shareholder:
2. Name of Joint Holders If any (in block letters):
3. Folio No./DP ID no*/Client ID No. :
4. Number of shares held:

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

Description	No. of shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Item No. 1 of the Notice Adoption of Audited Financial Statements for the financial year 2022			
Item No. 2 of the Notice To appoint a Director in place of Mr. Kamakhya Prasad Dala Behra (DIN: 09016020), who retires by rotation. Being eligible, he has offered himself for re-appointment as a Director of the Company			

Place:

Date:

Signature of the Shareholder