

# **RISORGIMENTO INDUSTRIAL CO. LTD.**

[CIN: L67120WB1982PLC034591]

8, Ganesh Chandra Avenue, Kolkata – 700013.

## **DIRECTORS' REPORT**

### **TO THE MEMBERS**

Your Directors have pleasure in submitting the Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2021 relating to its 38th Annual General Meeting.

### **FINANCIAL SUMMARY OR HIGHLIGHTS**

	<b><u>2020-21</u></b>	<b><u>2019-20</u></b>
	(Rs.)	(Rs.)
Operational Revenue and Other Income	9,812,986	2,161,313
	-----	-----
Profit/(Loss) before Exceptional and extraordinary items and Tax	161,141	439,962
<u>Provision for Taxation :</u>		
Current Tax	41,344	62,254
Deferred Tax	--	--
	-----	-----
Profit/(Loss) after Tax (from continuing operation and for the year	119,797	377,708
Surplus brought forward from last year	834,994	457,286
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Surplus carried over	954,791	834,994
	=====	=====

### **FINANCIAL AND OPERATIONAL PERFORMANCE**

During the year under review, your Company has recorded a total income of Rs. 9,812,986/- for the current financial year as against Rs. 2,161,313/- recorded during the previous financial year registering an increase of Rs. 354.03%.

The Profit before Tax amounted to Rs. 161,141/- during the current financial year as against Rs. 439,962/- for the previous financial year registering a decline of Rs. 63.37%.

The Profit after Tax on amounted to Rs. 119,797/- during the current financial year as against Rs. 377,708/- for the previous financial year registering a decline of Rs. 68.27%.

### **IMPACT OF THE COVID-19 PANDEMIC**

The fear of COVID-19 Pandemic is still not over for the financial year 2020-2021, and is still continuing to pose threat not only to our country but to the whole world. The Company remained committed for the health and safety of the employees and their families and business community to safeguard the interests of employees, customers etc . Like the previous financial year, in this financial year also the Company has enforced a work from home policy enabling the employees to work from home.

### **CHANGE IN THE NATURE OF BUSINESS**

There is no change in the nature of business of the company during the current financial year.

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**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

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

**DIVIDEND**

In order to conserve resources and to increase its network , your Directors do not recommend any dividend for the year under review.

**TRANSFER TO RESERVES**

No amount has been proposed to be carried to the Reserve for the financial Year 31<sup>st</sup> March, 2021.

**TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The provisions of section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid in previous year.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS & TRIBUNALS**

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

**DETAILS OF SUBSIDIARY/ JOINT VENTURE/ASSOCIATE COMPANIES**

The Company has no Subsidiary, Joint Venture or Associate Companies during the year.

**PUBLIC DEPOSITS**

The Company has neither accepted nor renewed any deposits during the financial year 2020-2021 in terms of Chapter V of the Companies Act, 2013.

**SHARE CAPITAL OF THE COMPANY**

The paid up equity share capital of the Company as on 31st March, 2021 was Rs. 275,486,500/- (Rupees Twenty Seven Crores Fifty Four Lacs Eighty Six Thousand Five Hundred only) divided into 27,548,650 Equity Shares of the face value of Rs. 10/- (Rupees Ten ) each. During the year under review, the Company has neither issued shares with differential voting rights nor granted stock options nor issued any sweat equity shares.

**EXTRACT OF THE ANNUAL RETURN**

The Ministry of Corporate Affairs vide notification dated 5th March 2021 has amended Rule 12 of The Companies (Management And Administration ) Rules 2014 whereby the requirement of attaching the extracts of Annual Return in form MGT 9, with the Board's Report has been discarded.

**MEETING OF THE BOARD OF DIRECTORS**

During the financial year ended 31st March, 2021, Ten (10) meetings of the Board of Directors of the company was held on : **26-06-2020, 20-07-2020, 14-08-2020, 15-09-2020, 13-11-2020, 01-12-2020, 07-12-2020, 14-01-2021, 12-02-2021 and 31-03-2021**. The intervening gap between the two consecutive meetings is as per the provisions of the Companies Act, 2013.

The number of meetings attended by the Directors during the FY 2020-21 is as follows:

<b><u>Name of the Directors</u></b>	<b><u>Number of meetings attended</u></b>
Sunil Kumar Tibrewal	09
Arvind Khemka	10
Rameshwar Prasad Khetan	10
Priti Khemka	09
Raj Kumar Bajaj	10

### **DIRECTORS RESPONSIBILITY STATEMENT**

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

- a) in the preparation of the accounts for the financial year ended 31st March 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) appropriate accounting policies have been selected and applied consistently and judgments and estimates have been made 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 of the Company for the period;
- c) proper and sufficient care has been taken for the maintenance of accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) internal financial controls laid down by the directors have been followed by the Company and that such internal financial controls are adequate and were operating effectively and;
- f) Proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

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

During the year under review the loan given by the company to other persons or bodies corporate and investments made by the company in securities of other bodies corporate are well within the limits of section 186 of the Companies Act., 2013.

### **CORPORATE SOCIAL RESPONSIBILITY**

The provisions of section 135(1) of the Companies Act 2013, regarding corporate social responsibility is not applicable to the company.

**DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

As per requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (Act) and rules made there under, your Company has adopted a Sexual Harassment Policy for women to ensure healthy working environment without fear of prejudice, gender bias and sexual harassment.

The Board states that there were no cases or complaints filed pursuant to the Sexual Harassment of Women at workplace (Prevention Prohibition and Redressal ) Act 2013 during the year under review.

Your Directors further state that the Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention Prohibition and Redressal ) Act 2013.

**PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013**

All contracts / arrangements / transactions entered into by the Company during the financial year ended 31st March, 2021 with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Hence the Company is not required to disclose details of the related party transactions in Form AOC-2 pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

**RISK MANAGEMENT POLICY**

The Board has developed and implemented a risk management policy including identification therein of element of risk , if any which in the opinion of the Board may threaten the existence of the company.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION**

The provision of Section 134(m) of the Companies Act, 2013, do not apply to our company.

**FOREIGN EXCHANGE EARNINGS AND OUTGO**

There was no foreign exchange inflow or outflow during the year under review.

**PARTICULARS OF EMPLOYEES**

The company has no employee who if employed throughout the financial year was in receipt of remuneration of that year which in the aggregate not less than one crore and two lakh rupees, and if employed for a part of the financial year was in receipt of remuneration for that part of that year at a rate which was in aggregate not less than Eight Lakh Fifty thousand rupees per month as specified in Rule 5(2) of the Companies (Appointment And Remuneration ) Rules 2014.

**DIRECTORS AND KEY MANAGERIAL PERSONNELS (KMP)****i) Directors :**

There is no change in the Directorship of the Company during the year under review as per Rule 8(5)(iii) of the Companies (Accounts) Rules 2014.

**ii) Retirement by rotation:**

Pursuant to the provisions of section 152(6) and other applicable provisions, of the Companies Act, 2013, Mrs. Priti Khemka (DIN: 07141324), Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible offered herself for re-appointment.

**iii) Key Managerial Personnel:**

Pursuant to the provisions of section 203 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Rule 8(5)(iii) of Companies (Accounts) Rules 2014 the following personnel continued to be Wholetime Key Managerial Personnel of the Company within the meaning of the said section.

- (a) Mr. Sunil Kumar Tibrewal, Managing Director, and
- (b) Ms. Tiwinkle Agarwal , was appointed as the company secretary of the company w.e.f. 1<sup>st</sup> December , 2020. Besides this there is no change in the Key Managerial Personnel of the Company during the year under review as per Rule 8( 5)(iii) of the Companies (Accounts) Rules 2014.
- (c) Ms. Manisha Biswas, Chief Financial Officer.

None of the Directors of the Company are disqualified as per section 164(2) of the Companies Act, 2013. The Directors have also made necessary disclosures to the extent as required under provisions of section 184(1) of the Companies Act, 2013, as applicable.

**INDEPENDENT DIRECTORS**

As per provisions of Section 149 of the 2013 Act, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company. Further, independent directors of the listed entity shall hold at least one meeting in a year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics.

There was no change in the composition of Board during the current financial in the employees from KMP category, except the appointment of Ms. Twinkle Agarwal as the company secretary of the company.

**COMMITTEES OF THE BOARD**

The Board of Directors have constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Committees play an important role in the overall Management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for noting.

The Company has three Board Level Committees:

- A) Nomination and Remuneration Committee,
- B) Audit Committee,
- C) Stakeholders' Relationship Committee.

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and remuneration committee of the Board is constituted under section 178 of the Companies Act 2013 and comprising of 3 (three) Directors, as its members namely Mr. Arvind Khemka (Chairperson), Mr. Rameshwar Prasad Khetan (Independent director) and Mr. Raj Kumar Bajaj (Independent Directors as members). It is constituted to formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy relating to the remuneration for the key managerial personnel and other employees of the company. Four meetings of the aforesaid committee were held during the year on 25-06-2020, 11-08-2020, 11-11-2020 and 18-02-2021.

**AUDIT COMMITTEE AND ITS COMPOSITION**

The Audit Committee of the Board is constituted pursuant to section 177 of the Companies Act, 2013 comprising of 3 (three) Directors, as its members namely Mr. Raj Kumar Bajaj (Chairperson) and Mr. Rameshwar Prasad Khetan (Independent director) and Mr. Arvind Khemka (Independent Director) as members. The detailed terms of reference of the Committee is provided in the Corporate Governance Report. The Board has accepted all the recommendations made by the Audit Committee. The Audit Committee met four times during the year on 24-06-2020, 10-08-2020, 10-11-2020 and 17-02-2021.

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Stakeholders' Relationship Committee of the Board is constituted pursuant to under sub-section 5 of section 178 of the Companies Act, 2013 and as per Regulation 20(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, comprising of 3 (three) Directors, as its members namely Mr. Rameshwar Prasad Khetan (Chairperson), Mr. Arvind Khemka (Independent Director) and Mr. Raj Kumar Bajaj (Independent Director) as members. This is constituted to specifically look into the mechanism of redressal of grievances of Shareholders. The Board has accepted all the recommendations made by the Stakeholders' Relationship Committee. The Stakeholders' Relationship Committee met four times during the year on 27-06-2020, 12-08-2020, 12-11-2020 and 19-02-2021.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis on the operations of the Company as prescribed under Part B of Schedule V read with regulation 34(2) of the Listing Regulations, 2015 is provided in a separate section and forms part of the Directors' Report.

**INTERNAL FINANCIAL CONTROL SYSTEM**

The Company has in place proper and adequate internal financial controls systems commensurate with the nature of its business, size and complexity of its operations. Internal Control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, compliance with policies, procedures applicable laws and regulations and that all assets and resources are acquired economically and used efficiently and adequately protected.

**WHISTLE BLOWER / VIGIL MECHANISM POLICY**

As required under section 177(9) & (10) of the Companies Act, 2013, the Company has established a mechanism for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. We affirm that during the financial year 2020-21, no employee or director was denied access to the Audit Committee.

**REAPPOINTMENT OF THE STATUTORY AUDITORS**

The tenure of **M/s Jain Sonu & Associates** Chartered Accountants as the Statutory Auditors of the company comes to an end at the conclusion of this ensuring Annual General meeting. **M/s. Rinku Jain & Co.**, Chartered Accountants, having ICAI Firm Registration No. **327805E** have consented to act as the Statutory Auditors of the company if appointed and has given a certificate to the effect that the appointment if made will be accordance with such conditions as may be prescribed. The board recommends their appointment for a period of five years commencing from 01.04.2021 to till 31.03.2026 at the ensuing annual general meeting.

The observations, if any, made by the Statutory Auditors in their Auditors Report together with Notes to Accounts, as append thereto are self-explanatory and hence does not call for any further explanation.

The Report given by **M/s. Jain Sonu Associates**, Chartered Accountants on the financial statements of the Company for the financial year 2020-2021 forms part of this Annual Report.

**SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed Mr. Sudipto Roy Chowdhury, Practising Company Secretary to conduct Secretarial Audit of the Company. The Secretarial Audit Report is annexed to this report.

**CORPORATE GOVERNANCE REPORT**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The report on Corporate Governance as stipulated under Regulation 27 of SEBI (LODR) forms an integral part of this report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance. A separate section on Corporate Governance and Management Discussion and Analysis together with the Auditors Certificate confirming the compliance of conditions on Corporate Governance as per Regulation 27 of SEBI (LODR) form part of the Annual Report.

**FRAUD REPORTING**

There was no fraud reported by the Auditors of the Company to the Audit Committee or the Board of Directors during the year under review.

**CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

As required under Regulation 17(8) of the Listing Obligations and Disclosures Requirements formulated by Securities and Exchange Board of India (SEBI), the CFO certification has been submitted to the Board and a copy there of is contained in this Annual Report.

**BOARD'S COMMENT ON THE AUDITOR'S REPORT**

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory. Further since there is no reservation, qualification or adverse remark in the Auditors Report there is no explanation or comment of the Board in this regard.

**COST RECORDS**

Neither maintenance of cost records nor audit of cost records as required under Section 148 of the Act read with relevant rules made there under is applicable to the Company.

**BOARD EVALUATION**

The Board of Directors have laid down the manner for carrying out an annual evaluation of its own performance, its various Committees and individual directors pursuant to the provisions of the Act and relevant Rules and the Corporate Governance requirements are in compliance with Regulation 17 of Listing Regulations, 2015. The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of various criteria such as Board Composition, process, dynamics, quality of deliberations, strategic discussions, effective reviews, committee participation, governance reviews etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of criteria such as Committee composition, process, dynamics, deliberation, strategic discussions, effective reviews etc. The Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as transparency, analytical capabilities, performance, leadership, ethics and ability to take balanced decisions regarding stakeholders etc.

**TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

Your Company did 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).

**COMPLIANCE WITH SECRETARIAL STANDARDS**

The company has complied with the provisions of all the applicable secretarial standards as prescribed by the Institute of Company Secretaries of India including any statutory modification(s) or amendment(s) thereof as prescribed from time to time.

**DETAILS OF APPLICATION MADE AND PROCEEDINGS PENDING UNDER INSOLVENCY BANKRUPTCY CODE, 2016**

No application has been made or proceeding pending under the insolvency And Bankruptcy Code, 2016 during the financial year under review.

**DETAILS OF DIFFERENCE BETWEEN AMOUNT OF VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM BANK**

During the financial year under review the company has not carried out any valuation for availing loan from any Bank or financial institution nor entered into any one time settlement with them.

**ACKNOWLEDGEMENT**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government Authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board

**S/d. Sunil Kumar Tibrewal**  
(DIN: 00427214 )

Place : Kolkata

**S/d. Arvind Khemka**  
(DIN: 00428495)

Date : 24-07-2021

**S/d. Raj Kumar Bajaj**  
(DIN : 00428553)  
**Directors**

# **RISORGIMENTO INDUSTRIAL CO. LTD.**

[CIN: L67120WB1982PLC034591]

## **ANNEXURE TO THE DIRECTOR'S REPORT**

**(For the year ended 31st March, 2021)**

### **CORPORATE GOVERNANCE REPORT :-**

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

Corporate Governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensure that the Company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance include transparency, accountability, reporting and independence. For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. Corporate Governance has become a buzzword in the corporate world. Globalizations, widespread of shareholders, changing ownership structure, greater expectations, etc. have made a good Corporate Governance sin-quo-nun of modern management.

#### **1. COMPANY'S PHILOSOPHY ON CORPORATE OF GOVERNANCE**

The Company believes that good Corporate Governance is Essential for achieving long term corporate goals and for enhancing stakeholders' value. The Governance process should ensure that all resources are utilized in a manner that meets stakeholder's aspirations and social expectations. In this pursuit, your Company's philosophy on Corporate Governance is led by a strong emphasis on transparency, accountability and integrity and complete and timely disclosures of corporate, financial and operational information to its stakeholders and your Company has been practicing the principles of Corporate Governance over the years. All employees are bound by a Code of Conduct that sets forth Company's policies on important issues, including our relationship with clients, shareholders and Government.

#### **2. GOVERNANCE STRUCTURE**

The Corporate Governance Structure at Risorgimento Industrial Co. Ltd. [CIN: L67120WB1982PLC034591] is as under:

- i) **Board of Directors** : The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibility, thus ensuring that the management adheres to ethics, transparency and disclosure.
- ii) **Committees of the Board** : The Board has constituted the following committees viz. Audit Committee, Nomination, Remuneration Committee & Stakeholders' Relationship Committee. Each of the aforesaid three Committees has been managed to operate with a given framework.

#### **3. BOARD OF DIRECTORS**

The Board at present comprises of Five Directors out of which Mr. Sunil Kumar Tibrewal is the Managing Director, Mr. Arvind Khemka, Raj Kumar Bajaj & Mr. Rameshwar Prasad Khetan are Independent Directors and Mrs. Priti Khemka is Non Executive Director.

Ms. Manisha Biswas is the Chief Financial Officer.

Ten (10) Board Meetings were held during the financial year 2020-2021. The dates on which the Board Meetings were held are as follows: : **26-06-2020, 20-07-2020, 14-08-2020, 15-09-2020, 13-11-2020, 01-12-2020, 07-12-2020, 14-01-2021, 12-02-2021 and 31-03-2021.** The intervening gap between the three consecutive meeting is as per the provisions of the Companies Act, 2013.

The composition of the Board of Directors attendance of Directors at the Board Meeting and at the last Annual General Meeting as also the number of Directorships & Committee Memberships held by them in other companies are given below :-

Name of Directors	Category	No. of Board Meetings	Attendance of last AGM held on 31-12-2020	No. of Directorship in other Listed Companies	No. of Committee membership in other Listed Companies
1. Sunil Kr. Tibrewal	Managing Director	09	Yes	1	--
2. Raj Kumar Bajaj	Independent Director	10	Yes	2	6
3. Rameshwar Prasad Khetan	Independent Director	10	Yes	2	6
4. Arvind Khemka	Independent Director	10	Yes	--	--
5. Priti Khemka	Non Executive Director	09	Yes	2	--

#### 4. AUDIT COMMITTEE :-

##### (a) Composition:

The Audit Committee of the Board is constituted pursuant to section 177 of the Companies Act, 2013 comprising of 3 (three) Directors, as it's members namely Mr Raj Kumar Bajaj (Chairperson) and Mr. Rameshwar Prasad Khetan (Independent director) and Mr Arvind Khemka (Independent Director). The detailed terms of reference of the Committee is provided in the Corporate Governance Report. The Board has accepted all the recommendations made by the Audit Committee. The Audit Committee met four times during the year on 24-06-2020, 10-08-2020, 10-11-2020 and 17-02-2021.

The number of meetings attended by the members of the said committee is as under: -

Name of Directors	No of Meeting attended
1. Raj Kumar Bajaj (Chairperson)	4
2. Arvind Khemka ( Member)	4
3. Rameshwar Prasad Khetan (Member)	4

##### (b) Terms of Reference:

The terms of reference of the Committee is in accordance with that specified in Regulation 27 of SEBI (LODR) and also conforms to the requirements of provisions of Section 177 of the Companies Act, 2013. The Primary function of the Audit Committee is to periodically interact with the internal auditors to review their reports and discuss adequacy of internal control system, meet with the Statutory Auditors to discuss their observations and suggestions on accounts and accounting policies.

## 5. NOMINATION AND REMUNERATION COMMITTEE

### (a) Composition of the Committee: :-

The Nomination and remuneration committee of the Board is constituted under section 178 of the Companies Act 2013 and comprising of 3 (three) Directors, as it's members namely Mr. Arvind Khemka (Chairperson), Mr. Rameshwar Prasad Khetan (Independent director) and Mr. Raj Kumar Bajaj (Independent Director). It is constituted to formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy relating to the remuneration for the key managerial personnel and other employees of the company. Four meetings of the aforesaid committee were held during the year on 25-06-2020, 11-08-2020, 11-11-2020 and 18-02-2021.

The number of meetings attended by the members of the said committee are as under: -

Name of Directors	No of Meeting attended
1. Arvind Khemka (Chairperson)	4
2. Raj Kumar Bajaj ( Member)	4
3. Rameshwar Prasad Khetan (Member)	4

### (b) Terms of Reference:

The terms of reference and the scope of Nomination and Remuneration Committee of the Board of Director are in accordance with the provisions of section 178 of the Companies Act, 2013, the Rules made there under and Regulation 27 of SEBI (LODR).

### (c) Remuneration Policy:

The Remuneration Policy is directed towards rewarding performance. It is attracting and retaining high caliber talents. The Company has an incentive plan which is linked to performance and achievement of the Company's objectives. The Company has no Stock option Scheme. Directors of the Company are not paid any sitting fee or any other remuneration or Commission for the year.

## 6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Board is constituted pursuant to under sub-section 5 of section 178 of the Companies Act, 2013 and as per Regulation 20(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, comprising of 3 (three) Directors, as it's members namely Mr. Rameshwar Prasad Khetan (Chairperson), Mr Arvind Khemka (Independent Director) and Mr. Raj Kumar Bajaj (Independent Director). This is constituted to specifically look into the mechanism of redressal of grievances of Shareholders. The Board has accepted all the recommendations made by the Stakeholders' Relationship Committee. The Stakeholders' Relationship Committee met four times during the year on 27-06-2020, 12-08-2020, 12-11-2020 and 19-02-2021.

The number of meetings attended by the members of the said committee are as under: -

Name of Directors	No of Meeting attended
1. Rameshwar Prasad Khetan (Chairperson)	4
2.	
3. Arvind Khemka ( Member)	4
4. Raj Kumar Bajaj ( Member)	4

## 7. GENERAL BODY MEETINGS:-

### A. Location and time for last three Annual General Meetings were:

AGM	For the year ended	Day / Date	Time	Venue
37th	31.03.2020	Thursday/31.12.2020	10.00 A.M.	8, Ganesh Chandra Avenue, Kolkata – 700 013.
36th	31.03.2019	Monday/30.09.2019	10.00 A.M.	8, Ganesh Chandra Avenue, Kolkata – 700 013.
35th	31.03.2018	Thursday/27.09.2018	10.00 A.M.	8, Ganesh Chandra Avenue, Kolkata – 700 013.

### B. Special Resolutions at The Last Three Annual General Meetings:

No Special resolutions have been put through by postal ballot so far by the Company.

### C. Whether Any Special Resolution Proposed To Be Conducted Through Postal Ballot

No resolution is proposed to be conducted through postal ballot in the forthcoming Annual General Meeting.

## 8. DISCLOSURES :-

- i) The particulars of transactions between the Company and its related parties as per section 188 of the Companies Act, 2013 are set out in **Note No. 4** of the Annual Report. There is no related party transaction that may have potential conflict with the Company's interest at large.
- ii) There is no accounting treatment different from that prescribed in Accounting Standards.
- iii) The Company has complied with all the requirements of SEBI (LODR) 2015 as well as regulations and guidelines of SEBI. No penalty has been imposed or strictures have been issued by SEBI or any Stock Exchange(s) on matters related to Capital Market so far during the last three years.
- iv) Certificate as stipulated in Regulation 27 of SEBI (LODR) was obtained and placed before the Board.
- v) The Company has complied with all the mandatory requirements of Regulation 27 of SEBI (LODR) .
- vi) Whistle Blower Policy:- As required under section 177(9) & (10) of the Companies Act, 2013, the Company has established a mechanism for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. We affirm that during the financial year 2018-19, no employee or director was denied access to the Audit Committee
- vii) There is no Audit Qualification.
- viii) There is no subsidiary Company.

## 9. CEO & CFO CERTIFICATION

As required under the Listing Regulations, the Chief Executive Officer and the Chief Financial Officer has submitted a compliance certificate to the Board of Directors and a copy thereof is contained elsewhere in this Annual Report.

## 10. MEANS OF COMMUNICATION

- The quarterly, half yearly and annual financial results of the company are sent to the Stock Exchanges immediately after they are approved by Committee/Board and also published in newspaper.
- At present the company does not make presentation to institutional investors and analysts.
- The Management Discussion and Analysis Report is a part of the Annual Report of the Company.

## 11. GENERAL SHAREHOLDERS INFORMATION:-

### a. Annual General Meeting

Day, Date & Time : **Thursday, 30th September, 2021 at 10.00 A.M.**  
Venue : 8, Ganesh Chandra Avenue,  
Kolkata - 700 013.

**b. Book Closure Date** : **24th September, 2021 (Friday) to 30<sup>th</sup> September, 2021**  
(Thursday) (both days inclusive.)

**c. Dividend Payment Date** : Not applicable since dividend not recommended.

### d. Financial Calender

Year Ending of : March 31st

### e. Listing on Stock Exchange:

The equity shares of the Company  
are presently listed at : The Calcutta Stock Exchange Ltd.

### f. Stock Market Information:

i) **Scrip Code** : 10028178 & 28178

ii) **Market price** : Calcutta Stock Exchange

<u>Month</u>	<u>High (Rs.)</u>	<u>Low (Rs.)</u>
April'20	No Trading	No Trading
May'20	No Trading	No Trading
June'20	No Trading	No Trading
July'20	No Trading	No Trading
Aug'20	No Trading	No Trading
Sept'20	No Trading	No Trading
Oct'20	No Trading	No Trading
Nov'20	No Trading	No Trading
Dec'20	No Trading	No Trading
Jan'21	No Trading	No Trading
Feb'21	No Trading	No Trading
Mar'21	No Trading	No Trading

iii) **Registrar & Transfer Agents** : MAHESHWARI DATAMATICS (P) LTD.  
23, R. N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata – 1.

**g. Distribution Of Shareholding As On 31st March' 2021.**

**DISTRIBUTION SCHEDULE**

(To be made out for each class of security)

**RISORGIMENTO INDUSTRIAL COMPANY LIMITED  
(Name of the Company)**

Distribution of	<b>27548650</b>	Equity Shares as on <b>31-03-2021</b> (Kind of Security)
Total nominal value of Rs.	<b>27,54,86,500</b>	Nominal Value of each share <b>Rs. 10/-</b>
Total number of shares	<b>27548650</b>	Paid up value per share <b>Rs. 10/-</b>
Distinctive Nos. from	<b>1 to 27548650</b>	

**Table I  
DISTRIBUTION OF HOLDING**

No. of Equity Shares held	Share Holders		No. of Shares	% of Shares held
	Number	% of Shareholder		
(1)	(2)	(3)	(4)	(5)
Upto - 500	305	34.35	47394	0.17
501-1,000	53	5.97	48566	0.18
1,001-2,000	76	8.56	135003	0.49
2,001-3,000	42	4.73	118990	0.43
3,001-4,000	55	6.19	202651	0.74
4,001-5,000	51	5.74	251342	0.91
5,001-10,000	153	17.23	1260728	4.58
10,001 and above	153	17.23	25483976	92.50
	888	100.00	27548650	100.00

**h. Share Transfer System :**

The transfer of shares in physical form is processed and completed by Registrar & Transfer Agent within a period of fifteen days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

**i. Dematerialisation Of Shares & Liquidity :**

The equity shares are registered for dematerialisation with the National Securities Depository Ltd. and The Central Depository Securities Ltd. already, about 46.39% of the total 12,780,610 Equity shares are dematerialized as at 31st March, 2021. The Equity shares are listed and dealt in The Calcutta Stock Exchange Ltd.

**j. Code of Conduct**

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director & Chief Executive Officer is annexed to this report.

**k. Outstanding GDPS / ADRS / warrants etc. :** Nil

**l. Plant Locations :** N.A. (as there is no such activity)

**m. Address For Correspondence By Investors :-**

i) To the Company

8, Ganesh Chandra Avenue,  
Kolkata - 700 013.

ii) To the Registrar & Transfer Agents

23, R. N. Mukherjee Road, 5th Floor,  
Kolkata – 700 001.

**Note :** Shareholders holding Shares in electronic mode should address all correspondence to their respective depository participants.

**ANNEXURE TO DIRECTORS' REPORT**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021**  
*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule*  
*No.9 of the Companies (Appointment and Remuneration of Managerial Personnel)*  
*Rules, 2014]*

To  
The Members,  
M/S RISORGIMENTO INDUSTRIAL COMPANY LTD.  
8, GANESH CHANDRA AVENUE  
KOLKATA-700013

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Risorgimento Industrial Company Ltd, having its Registered office at 8, Ganesh Chandra Avenue Kolkata-700013, having CIN L67120WB1982PLC034591(hereinafter called "the Company.") for the financial year ended 31/03/2021. The aforesaid Secretarial Audit was conducted pursuant to section 204(1) of the Companies Act 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel Rules 2014) 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 31<sup>st</sup> March 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the financial year ended on 31/03/2021 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 thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period.)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') (as may be amended from time to time):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011(as amended from time to time);
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015(as amended from time to time);
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018(as amended from time to time); **(Not applicable to the Company during the Audit Period.)** ;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 (as amended from time to time); **(Not applicable to the Company during the Audit period.)**;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008( **Not applicable to the Company during the Audit period.**);

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (as amended from time to time);  
(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009( **Not applicable to the Company during the Audit Period**); and  
(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(**Not applicable to the Company during the Audit Period.**); and

(vi) all other laws as may be applicable specifically to the company.

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

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

(ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

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

**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.

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

Majority decision were carried through 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** during the audit period the company has not undertaken any event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Signature:

Name: SUDIPTO ROY CHOWDHURY  
( Company Secretary in Practice)

ACS NO: 17130

C P NO: 7420

**UDIN :**

PLACE: KOLKATA

DATE :

Note: This report should be read with my letter of even date which is annexed as Annexure-A and forms an integral part of this report.

**“Annexure-A”( To the Secretarial Audit Report of M/S Risorgimento Industrial Company Ltd, for the Financial Year Ended 31st March, 2021)**

To  
The Members,  
RISORGIMENTO INDUSTRIAL COMPANY LTD.  
8, Ganesh Chandra Avenue  
Kolkata-700013.

My Secretarial Audit Report for the financial year ended: 31/03/2021 of even date is to be read along with this letter.

- 1) Maintenance of Secretarial Record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- 2) I 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. I believe that the processes and practices that I followed, provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of Financial records and Books of Accounts of the Company.
- 4) Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management. My 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 management has conducted the affairs of the Company.

Place: Kolkata

Date:

Signature:

Name: SUDIPTO ROY CHOWDHURY  
( Company Secretary in Practice)

ACS NO: 17130

C P NO: 7420

**UDIN :**

## Chairman's Declaration on Code of Conduct

As required by Regulation 27 of SEBI (LODR), the Managing Director and CEO's Declaration for Code of Conduct is given below:

To the Members of  
**RISORGIMENTO INDUSTRIAL CO. LTD.**

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company During the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee;
- (i) Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal system over financial reporting.

By Order of the Board  
**For RISORGIMENTO INDUSTRIAL CO. LTD.**

Place : Kolkata

Date : 24-07-2021

Sunil Kumar Tibrewal  
(Managing Director)

## Declaration by the Chairman under Regulation 27 of SEBI (LODR),

To the Members of **RISORGIMENTO INDUSTRIAL CO. LTD.**

In accordance with Regulation 27 of SEBI (LODR), with the Stock Exchanges, I, Sunil Kumar Tibrewal, Managing Director of **Risorgimento Industrial Co. Ltd.** hereby confirm that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conducts.

Place : Kolkata

Date : 24-07-2021

Sunil Kumar Tibrewal  
(Managing Director)

## CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

The Board of Directors

**RISORGIMENTO INDUSTRIAL CO. LTD.**

8, GANESH CHANDRA AVENUE,

1<sup>ST</sup> FLOOR,

KOLKATA-700013.

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of M/S **Risorgimento Industrial Co. Ltd.** ("the Company"), certify that:

- a. We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2021 and to the best of our knowledge and belief, state that:
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. To the best of our knowledge and belief, none of the transactions entered into by the Company during the year ended 31st March, 2021 are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We 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. We have indicated, 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, if any, 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.

Sunil Kumar Tibrewal  
*Managing Director & CEO*

Manisha Biswas  
*Chief Financial Officer*

Kolkata,

Date : 24-07-2021

## COMPLIANCE CERTIFICATE FROM AUDITORS ON CORPORATE GOVERNANCE

(Under Schedule-V (E) of SEBI(LODR)Regulation, 2015, the Auditor's Certificate is given as annexure to the Directors' Report.)

### Annexure to the Directors' Report

To the Members of  
**RISORGIMENTO INDUSTRIAL CO. LTD.**

8, Ganesh Chandra Avenue,  
Kolkata – 700013.

We have examined the compliance of conditions of Corporate Governance by the Company **M/s.Risorgimento Industrial Co. Ltd.**, for the year ended on 31 March 2021, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) of the said Company with Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that no Investor Grievance(s) is / are pending for a period exceeding for one month against the Company as per the records maintained by the **Stakeholders' Relationship Committee**.

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

**For Jain Sonu & Associates**

Chartered Accountants

**Firm Regn. No. 324386E**

Place : Kolkata.

Date : 24-07-2021

(SONU JAIN)

Partner

**Membership No. 060015**

**UDIN :**

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**Independent Auditor’s Report to the Members**  
of  
**M/s. RISORGIMENTO INDUSTRIAL CO. LTD.**

**Report on the Audit of the Standalone Financial Statements**

**Opinion**

We have audited the accompanying standalone financial statements of **M/S. RISORGIMENTO INDUSTRIAL CO. LTD.** (“the Company”), which comprise the balance sheet as at March 31, 2021, and the Statement of Profit and Loss and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act 2013 (‘Act’) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its profit and cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the standards on auditing 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 standalone financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Emphasis of matter**

We draw attention on **Note 25** to the financial results, which describe the uncertainties and the impact of the Covid-19 pandemic on the company’s operation and results as assessed by the management. The actual results may be differing from such estimates depending on the future developments. Our opinion is not modified in respect of this matter.

Contd.....

**Key Audit Matters**

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

Sr. No.	Key Audit Matter
1	<p>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind. AS 115 “Revenue from Contracts with Customers” (new revenue accounting standard).</p> <p>The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p>
<b>Auditor’s Response</b>	
	<ul style="list-style-type: none"> <li>● <b>Principal Audit Procedures</b></li> <li>● We assessed the Company’s process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows :</li> <li>● Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.</li> <li>● Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.</li> <li>● Tested the relevant information technology systems’ access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard.</li> <li>● Selected a sample of continuing and new contracts and performed the following procedures:</li> <li>● Read, analyses and identified the distinct performance obligations in these contracts.</li> <li>● Compared these performance obligations with that identified and recorded by the Company.</li> <li>● Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.</li> </ul>

	<ul style="list-style-type: none"> <li>• Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes.</li> <li>• Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.</li> <li>• In respect of samples relating to fixed-price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems.</li> <li>• Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.</li> <li>• Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.</li> <li>• We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</li> </ul>
2	<p><b>Key Audit Matter</b></p>
	<p>Accuracy of revenues and onerous obligations in respect of fixed-price contracts involves critical estimates.</p> <p>Estimated effort is a critical estimate to determine revenues and liability for onerous obligations. This estimate has a high inherent uncertainty as it requires consideration of progress of the contract, efforts incurred till date and efforts required to complete the remaining contract performance obligations.</p> <p>Refer Notes to the Standalone Financial Statements.</p>
<p><b>Auditor's Response</b></p>	
	<p><b>Principal Audit Procedures</b></p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following :</p> <ul style="list-style-type: none"> <li>✦ Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations.</li> <li>✦ Tested the access and application controls pertaining to time recording, allocation and budgeting systems which prevents unauthorized changes to recording of efforts incurred.</li> <li>✦ Selected a sample of contracts and through inspection of evidence of performance of these controls, tested the operating effectiveness of the internal controls relating to efforts incurred and estimated.</li> </ul>

	<ul style="list-style-type: none"> <li>✦ Selected a sample of contracts and performed a retrospective review of efforts incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract.</li> <li>✦ Reviewed a sample of contracts with unbilled revenues to identify possible delays in achieving milestones, which require change in estimated efforts to complete the remaining performance obligations.</li> <li>✦ Performed analytical procedures and test of details for reasonableness of incurred and estimated efforts.</li> </ul>
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<b>3</b>	<p><b>Key Audit Matter</b></p> <p><b>Evaluation of uncertain tax positions</b></p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Notes to the Standalone Financial Statements</p>
	<p><b>Auditor’s Response</b></p> <p><b>Principal Audit Procedures</b></p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2021 from management. We involved our internal experts to challenge the management’s underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management’s position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2018 to evaluate whether any change was required to management’s position on these uncertainties.</p>

**Information Other than the Standalone Financial Statements and Auditor’s Report Thereon**

The Company’s board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board’s Report including Annexures to Board’s Report, Business Responsibility Report but does not include the financial statements and our auditor’s report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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## **Management’s Responsibility for the Standalone Financial Statements**

The Company’s board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal

financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The board of directors are also responsible for overseeing the Company’s financial reporting process.

## **Auditor’s Responsibilities for the Audit of the Standalone Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- 
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and quantitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

1. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;

- ~~~~~
- (d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.;
- (e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) Since the Company's turnover as per last audited financial statements is less than Rs.50 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs.25 Crores, the Company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us;
- a. The Company does not have any pending litigations which would impact its financial position;
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- c. There were no amount which were, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

**For Jain Sonu & Associates**

Chartered Accountants

**Firm Regn. No. 324386E**

Place : Kolkata.

Date : 24-07-2021

(SONU JAIN)

Partner

**Membership No. 060015**

**UDIN : 21060015AAAAGC4497**

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

The annexure referred to in our Independent Auditors Report under the heading ‘Report on Other Legal & Regulatory Requirement’ of even date to the members of **M/s. RISORGIMENTO INDUSTRIAL CO. LTD.** on the financial statements of the company for the year ended 31st March, 2021.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant, & Equipment on the basis of information available.
- (b) As explained to us, Property, Plant, & Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification. In our opinion Physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The Company has no immovable property; hence the clause of the title deeds of immovable properties does not arise.
- ii. (a) As explained to us, the inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable having regard to the size of the company and the nature of its business.
- (b) The company has maintained proper records of inventory. As explained to us, there was no material discrepancies noticed on physical verification of stocks, as compared to book records.
- iii. The company has not granted any loans, secured or unsecured to the companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the order are not applicable to the company and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
- v. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public; hence clause 3(v) is not applicable to the company. Accordingly, directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of the activities carried on by the company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, service tax, goods & service tax, duty of Custom, duty of Excise, value Added Tax, education Cess and other material statutory dues have generally been regularly deposited during the year by the company with the appropriate authorities. According to the information and explanation given to us, there were no outstanding statutory dues as on 31st March’ 2021 for a period of more than six months from the date they became payable.

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**ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT** (contd....)

- (b) According to the information and explanation given to us, no disputed amounts payable in respect Provident Fund, Employees State Insurance, Income Tax, Sales Tax, wealth tax, service tax, goods & service tax, duty of Custom, duty of Excise, value Added Tax, education Cess and other material statutory dues were in arrears as at 31 March 2021.
- viii. In our opinion and according to the information and explanations given to us, the company has not defaulted in payment of dues to a financial institution, banks or debenture holders. The company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- ix. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of clause 3 (ix) of the order are not applicable to the company and hence not commented upon.
- x. Based upon the audit procedure performed and the information and explanations given by the management, we report that no material fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandate by the provisions of section 197 read with schedule V to the Companies Act;
- xii. In our opinion, the company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the order are not applicable to the company.
- xiii. In our opinion, all transactions with the related parties comply with section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the order are not applicable to the company and hence not commented upon.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the order are not applicable to the company and hence not commented upon.

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- xvi. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the order is not applicable to the company and hence not commented upon.

**For Jain Sonu & Associates**  
Chartered Accountants  
**Firm Regn. No. 324386E**

Place : Kolkata.

Date : 24-07-2021

(SONU JAIN)  
Partner  
Membership No. 060015  
UDIN : 21060015AAAAGC4497

**RISORGIMENTO INDUSTRIAL COMPANY LTD.**

[CIN : L67120WB1982PLC034591]

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

PARTICULARS	Note No.	As at 31st Marc ₹ 2021	As at 31st Marc ₹ 2020
<b>ASSETS</b>			
<b>FINANCIAL ASSETS</b>			
a) Cash & Cash Equivalants	2	2,44,291.55	47,773.55
b) Bank balance other than (a) above	2	6,35,482.57	88,301.94
c) <b>Receivables</b>			
(i) Trade Receivables	3	26,25,194.00	16,65,194.00
(ii) Other Receivables		-	-
d) Loans & Advances	4	4,55,78,255.00	5,29,51,246.00
e) Investments	5	12,27,23,842.00	11,32,73,844.00
f) Inventories	6	10,55,63,237.01	11,38,23,237.01
g) Other Financial Assets		-	-
<b>Total Financial Assets</b>		<b>27,73,70,302.13</b>	<b>28,18,49,596.50</b>
<b>NON - FINANCIAL ASSETS</b>			
a) Current Tax Assets	7	6,57,137.02	6,54,733.02
b) Deferred Tax Assets		-	-
c) Property, Plant & Equipments	8	62,660.00	13,254.00
d) Other Intangible Assets		-	-
e) Other Non Financial Assets		-	-
<b>Total Non - Financial Assets</b>		<b>7,19,797.02</b>	<b>6,67,987.02</b>
<b>TOTAL ASSETS .....</b>		<b>27,80,90,099.15</b>	<b>28,25,17,583.52</b>
<b>FINANCIAL LIABILITIES</b>			
a) Payables			
I. Trade Payables			
i. Total Outstanding Dues of Micro Enterprises and Small Enterprises			
ii. Total Outstanding Dues of Creditors Other than Micro Enterprises and Small Enterprises		14,82,231.50	59,88,555.50
II. Other Payables			
i. Total Outstanding Dues of Micro Enterprises and Small Enterprises		-	-
ii. Total Outstanding Dues of Creditors Other than Micro Enterprises and Small Enterprises		-	-
b) Borrowings			
<b>Total Payables</b>		<b>14,82,231.50</b>	<b>59,88,555.50</b>
<b>LIABILITIES</b>			
<b>NON - FINANCIAL LIABILITIES</b>			
a) Current Liabilities (Net)	9	1,66,577.00	2,07,534.00
b) Provisions	10	-	-
<b>Total Non - Financial Liabilities</b>		<b>1,66,577.00</b>	<b>2,07,534.00</b>
<b>EQUITY</b>			
a) Equity Share Capital	11	27,54,86,500.00	27,54,86,500.00
b) Other Capital	12	9,54,790.65	8,34,994.02
<b>Total Equity</b>		<b>27,64,41,290.65</b>	<b>27,63,21,494.02</b>
<b>TOTAL EQUITY &amp; LIABILITIES.....</b>		<b>27,80,90,099.15</b>	<b>28,25,17,583.52</b>

The accompanying notes form part of financial statements

As per our Report of Even date  
**For JAIN SONU & ASSOCIATES**  
Chartered Accountants  
**Firm's Regd. No. 324388E**

(SONU JAIN)  
PARTNER  
**Membership No. 060015**

Kolkata, dated 24th July, 2021

For and on behalf of the Board

Sunil Kr. Tibrewal  
(Managing Director)  
DIN : 00427214

Arvind Khemka  
(Director)  
DIN : 00428495

Raj Kumar Bajaj  
(Director)  
DIN : 00428553

**RISORGIMENTO INDUSTRIAL COMPANY LTD.**  
**[CIN : L67120WB1982PLC034591]**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2021**

PARTICULARS	Note No.	Year Ended March ३१ 2021	Year Ended March ३१ 2020
		₹	₹
<b>REVENUE FROM OPERATION</b>			
Sale of Shares	13	85,69,750.00	-
Interest Income	14	12,43,236.00	19,60,883.00
Net Gain on fair value changes			
Profit/(Loss) from Derivatives Trading			
Dividend Received	15	-	2,00,430.00
<b>Total Revenue</b>		<b>98,12,986.00</b>	<b>21,61,313.00</b>
Other Income		0	0
<b>Total Income</b>		<b>98,12,986.00</b>	<b>21,61,313.00</b>
<b>EXPENSES</b>			
Purchases	16	-	-
Changes in Inventories	17	82,60,000.00	-
Finance Costs		0	0
Employees Benefits Expenses	18	9,99,233.00	11,89,351.00
Depreciation and Amortization Expenses	19	6,304.00	4,630.00
Other Expenses	20	386308.37	527369.63
<b>Total Income</b>		<b>96,51,845.37</b>	<b>17,21,350.63</b>
<b>PROFIT BEFORE TAXATION</b>		1,61,140.63	4,39,962.37
Extra Ordinary Items		0	0
<b>Profit before Tax</b>		1,61,140.63	4,39,962.37
<b>TAX EXPENSES</b>			
Current Tax	21	41,344.00	62,254.00
Deferred Tax Assets		-	-
Tax Adjustments for earlier years		-	-
<b>Net Profit/(Loss) for the Year</b>		<b>1,19,796.63</b>	<b>3,77,708.37</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to Profit or Loss</b>		-	-
Re-measurement of post-employment obligations		-	-
Less: Income tax relating to above item		-	-
<b>Total other Comprehensive Income</b>		0	0
<b>Total Comprehensive Income for the period</b>		0	0
<b>Earnings Per Equity Share:</b>	22	0.004	0.014
Basic and Diluted (FV of ₹ 10/- each, PY ₹ 10/- each)			

The accompanying notes form part of financial statements

As per our Report of Even date  
**For JAIN SONU & ASSOCIATES**  
Chartered Accountants  
**Firm's Regd. No. 324386E**

(SONU JAIN)  
PARTNER  
**Membership No. 060015**

Kolkata, dated 24th July, 2021

For and on behalf of the  
Board

Sunil Kr. Tibrewal  
(Managing Director)  
DIN : 00427214

Arvind Khemka  
(Director)  
DIN : 00428495

Raj Kumar Bajaj  
(Director)  
DIN : 00428553

RISORGIMENTO INDUSTRIAL COMPANY LTD.

[CIN : L67120WB1982PLC034591]

Statement of Cash Flow Annexed to the Balance Sheet for the Year ended March 31, 2021

PARTICULARS	Year Ended March 31,	Year Ended March 31,
	2021	2020
<b>A. <u>Cash Flow from Operating Activities</u></b>		
<i>Net Profit before Tax and Extra-Ordinary Items</i>	1,61,141	4,39,962
<i>Adjustments for :</i>		
Interest Received	-	-
Dividend Received	-	-
Depreciation & Amortization Expenses	6,304	4,630
Preliminary Expenses Written Off	-	-
Deferred Revenue Expenditure Written Off	-	-
<i>Operating Profit before Working Capital changes</i>		
Adjustments for Working Capital Changes		
Trade & Other Receivable	(9,60,000)	1,80,000
Inventories	82,60,000	-
Trade Payable	-45,06,324	-6,92,240
Other Current Liabilities	-40,957	30,000
Loans & Advances	73,70,587	(1,38,85,789)
Other Current Assets		
Short Term Borrowings	-	-
Other Payables	-	-
<i>Cash Generated from Operations</i>		
Adjustment for Taxation	(41,344)	-62,254
<i>Net Cash From Operating Activities</i> (A)	1,02,49,407	-1,39,85,691
<b>B. <u>Cash Flow From Investing Activities</u></b>		
Depreciation on Fixed Assets	-	-
Interest Income	-	-
Dividend Received	-	-
Purchase of Fixed Assets	-55,710	-
Sale/(Purchase) of Non Current Investment	-94,49,998	1,38,08,000
<i>Net Cash from Investing Activities</i> (B)	-95,05,708	1,38,08,000
<b>C. <u>Cash Flow from Financing Activities</u></b>		
Proceeds from issue of Equity Shares	-	-
<i>Net Cash used in Financing Activities</i> (C)	-	-
<i>Net Increase in Cash &amp; Cash Equivalents</i> (A+B+C)	7,43,699	-1,77,691
Opening Balance of Cash & Cash Equivalents	1,36,075	3,13,766
Closing Balance of Cash & Cash Equivalents	8,79,774	1,36,075

**Component of Cash & Cash Equivalent**

PARTICULARS	Year Ended March 31, 2021	Year Ended March 31, 2020	Year Ended March 31, 2019
Cash in Hand	2,44,291.55	47,773.55	2,83,011.55
Balances with Banks	6,35,482.57	88,301.94	30,754.57

**Notes on Cash Flow Statement:**

The above cash flow statement has been prepared under the indirect method as set out

1 in

Indian Accounting Standard 7 on "Statement of Cash Flow" notified u/s 133 of Companies Act, 2013 ("Act") read with relevant rules issued thereunder and the relevant

provisions of the Act.

2 **Change in Liabilities arising from Financing Activities:**

PARTICULARS	Year Ended March 31, 2021	Year Ended March 31, 2020
<b>Non-Current Borrowings</b>		
Opening Balance	0	0
Amount Borrowed during the year	0	0
Amount Repaid during the year	0	0
<b>Closing Balance</b>	0	0
<b>Short-term Borrowings</b>		
Opening Balance	0	0
Amount Borrowed during the year	0	0
Amount Repaid during the year	0	0
<b>Closing Balance</b>	0	0
<b>Finance Cost</b>		
Opening Balance	0	0
Finance Cost incurrent during the year	0	0
Amount paid during the year	0	0
<b>Closing Balance</b>	0	0

The accompanying notes form part of financial statements

As per our Report of Even date  
**For JAIN SONU & ASSOCIATES**  
 Chartered Accountants  
**Firm's Regd. No. 324388E**

(SONU JAIN)  
PARTNER  
**Membership No. 060015**

Kolkata, dated 24th July, 2021

For and on behalf of the Board

Sunil Kr. Tibrewal  
 (Managing  
 Director)  
 DIN : 00427214

Arvind Khemka  
 (Director)  
 DIN : 00428495

Raj Kumar Bajaj  
 (Director)  
 DIN : 00428553

**RISORGIMENTO INDUSTRIAL COMPANY LTD.**

**[CIN : L67120WB1982PLC034591]**

Statement of changes in Equity for the year ended March 31, 2021

PARTICULARS

Amount

**A. Equity Share Capital**

Balance as at March 31, 2019	27,54,86,500.00
Changes during the year	-
Balance as at March 31, 2020	27,54,86,500.00
Balance as at 31, 2020	27,54,86,500.00
Changes during the year	0
<b>Balance as at March 31, 2021</b>	<b>27,54,86,500.00</b>

**B. Other Equity**

**Reserves & Surplus**

Particulars	Statutory Reserves (u/s. 45-IC of RBI Act, 1934)	Securities Premium Reserve	Retained Earnings	Other Comprehensive income	Total
Balance at the Opening of Reporting Period i.e. 1st April 2019	-	-	4,57,285.65	-	4,57,285.65
Profit for the year	-	-	3,77,708.37	-	3,77,708.37
Other Comprehensive Income for the year *	-	-	-	-	-
Balance at the end of Reporting Period i.e. 31st March 2020	-	-	8,34,994.02	-	8,34,994.02
Balance at the Opening of Reporting Period i.e. 1st April 2020	-	-	8,34,994.02	-	8,34,994.02
Profit for the year	-	-	1,19,796.63	-	1,19,796.63
Other Comprehensive Income for the year *	-	-	-	-	-
Balance at the end of Reporting Period i.e. 31st March 2021	-	-	9,54,790.65	-	9,54,790.65

\*Movement in other comprehensive income relates to re-measurements of the net defined benefit plans

Nature of Reserves:

- a) **Securities Premium Reserve:** Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.
- b) **Retained Earnings:** Retained earnings are the profits that the Company has earned till date, less any transfers to other reserve, dividends or other distributions paid to shareholders.
- c) **General Reserves:** The reserve is utilised in accordance with the provision of the Companies Act, 2013.

The accompanying notes form part of financial statements

As per our Report of Even date

**For JAIN SONU & ASSOCIATES**

Chartered Accountants

**Firm's Regd. No. 324386E**

(SONU JAIN)

PARTNER

**Membership No. 060015**

Kolkata, dated 24th July, 2021

For and on behalf of the Board

Sunil Kr. Tibrewal  
(Managing Director)

DIN : 00427214

Arvind Khemka  
(Director)

DIN : 00428495

Raj Kumar Bajaj  
(Director)

DIN : 00428553

**RISORGIMENTO INDUSTRIAL COMPANY LTD.**

[CIN : L67120WB1982PLC034591]

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2021  
AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE.**

Particulars		As at March 31, 2021 (Rs.)	As at March 31, 2020 (Rs.)
<b>Note 2 - Cash &amp; cash equivalents</b>			
	Balance with Banks in Current Accounts	6,35,482.57	88,301.94
	Cash in hand	2,44,291.55	47,773.55
	<b>Total .....</b>	<b>8,79,774.12</b>	<b>1,36,075.49</b>
<b>Note No. 3 : Trade receivables</b>			
	(Unsecured, considered good)		
	Debts Due Exceeding Six Months	16,65,194.00	9,35,194.00
	Other Debts	9,60,000.00	7,30,000.00
		<b>26,25,194.00</b>	<b>16,65,194.00</b>
<b>Note 4 - Short Term Loans &amp; Advances</b>			
<b>Unsecured, Considered Good</b>			
<b>(i) Loans (including interest)</b>			
	Nirmala Devi Mandhani	8,01,193.00	8,01,193.00
	Devashree Ispat (P) Ltd.	27,31,250.00	27,25,000.00
	Shipra Builders Pvt. Ltd.	14,19,296.00	13,45,296.00
	A R Resurgence Resources (P) Ltd.	-	50,00,000.00
	Jagriti Complex (P) Ltd.	-	51,781.00
	Joydeb Mondal	21,80,000.00	21,80,000.00
	Perfect Fashions (P) Ltd.	-	25,90,058.00
	Madhab Chandra Das	45,513.00	55,45,513.00
	Bijay Kumar Agarwal	25,90,058.00	23,76,200.00
	Rajesh Kumar Agarwal HUF	30,00,000.00	33,99,000.00
	Poonam Agarwal	31,50,000.00	43,37,205.00
	Banka Bullions Pvt. Ltd.	40,09,884.00	-
	Payal Shopping Complex Pvt. Ltd.	50,08,667.00	-
	Usha Devi Bhojnagerwal	15,28,849.00	-
	Madhu Poddar	22,13,545.00	-
	Sub Total (i)	<b>2,86,78,255.00</b>	<b>3,03,51,246.00</b>
(ii)	Advances for Properties	<b>1,30,00,000.00</b>	<b>1,90,00,000.00</b>
(iii)	<b>Advances</b> (Advance recoverable in cash or in kind or for value to be received )	-	-
	Pankaj Goenka	30,00,000.00	30,00,000.00
	Little Star Properties (P) Ltd.	1,00,000.00	1,00,000.00
	Sunil Kumar Agarwal	-	5,00,000.00
	Sunil Kedia	8,00,000.00	-
	Sub Total (iii)	<b>39,00,000.00</b>	<b>36,00,000.00</b>
	Grand Total ( i+ ii+ iii )	<b>4,55,78,255.00</b>	<b>5,29,51,246.00</b>

<b>Note 5 - Investments</b>			
Particulars	Units		
<b>(A) Investments in Mutual Funds (Long Term, Non Trade)</b>			
Aditya Birla Sunlife Mutual Fund		24,99,999.00	
HDFC Low Duration Fund		24,99,999.00	
ICICI Prudential Mutual Fund		34,50,000.00	
	Sub Total (A)	84,49,998.00	-
<b>(B) Investments in Equity Shares</b>			
In Fully Paid Equity Shares (Quoted)		18,64,344.00	18,64,344.00
In Fully Paid Equity Shares (Un Quoted)		11,24,09,500.00	11,14,09,500.00
	Sub Total (B)	11,42,73,844.00	11,32,73,844.00
	Grand Total ( A + B )	<b>12,27,23,842.00</b>	<b>11,32,73,844.00</b>
Market Value of Quoted Investments		62,200.00	59,090.00
<b>Note 6 - Inventories</b>			
<b>(A) In Fully Paid Equity Shares (Quoted)</b>			
	Units	56,00,585.91	56,00,585.91
	Sub Total (A)	56,00,585.91	56,00,585.91
<b>(B) In Fully Paid Equity Shares (Un-Quoted)</b>			
		9,99,41,861.10	10,82,01,861.10
	Sub Total (B)	9,99,41,861.10	10,82,01,861.10
<b>(C) In Debenture</b>			
		20,790.00	20,790.00
	Sub Total (C)	20,790.00	20,790.00
	Grand Total ( A + B + C )	<b>10,55,63,237.01</b>	<b>11,38,23,237.01</b>
Market Value of Quoted Shares		350.50	92.00
<b>Note 7 - Current Tax Assets</b>			
<b>Unsecured, Considered Good</b>			
Advance Tax		-	-
Tax Deducted at Source		6,57,137.02	6,54,733.02
	<b>Total .....</b>	<b>6,57,137.02</b>	<b>6,54,733.02</b>

**RISORGIMENTO INDUSTRIAL COMPANY LTD.**

**[CIN : L67120WB1982PLC034591]**

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2021  
AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE.**

<b>Note 8 - Property, Plant and Equipment, Capital Work-In-Progress and Intangible Assets</b>										
<b>PARTICULARS</b>	<b>Rate of Dep.</b>	<b>GROSS BLOCK</b>			<b>DEPRECIATION</b>				<b>NET BLOCK</b>	
		Cost as on 01.04.2020	Addi/Dis during the year	Total as on 31.03.2021	Up to 31.03.2020	Adju-stment	For the year	Total as on 31.03.2021	W.D.V as on 31.03.2021	W.D.V as on 31.03.2020
Furniture	25.89%	80,000	-	80,000	66,746	-	3,431	70,177	9,823	13,254
Mobile Phone	18.10%	-	55,710 (17.12.2020)	55,710	-	-	2,873	-	52,837	-
Current year		80,000	55,710	1,35,710	66,746	-	6,304	70,177	62,660	13,254
Year Ended 2019		80,000	-	80,000	62,116	-	4,630	66,746	13,254	17,884

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**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2021  
AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE.**

Particulars	As at March 31, 2021 (Rs.)	As at March 31, 2020 (Rs.)		
<b>Note 9 - Current Liabilities</b>				
<b>Other Payable</b>				
Liabilities for Expenses	1,66,134.00	2,07,534.00		
TDS Payable	443.00	-		
<b>Total .....</b>	<b>1,66,577.00</b>	<b>2,07,534.00</b>		
<b>Note 10 - Provisions</b>				
Provision for Taxation	-	-		
<b>Total .....</b>	<b>-</b>	<b>-</b>		
<b>Note 11 - Equity Share Capital</b>				
<b>Authorised Capital</b>				
28,000,000 (March 31 2020 : 28,000,000) Equity Share of Rs. 10/- each	28,00,00,000.00	28,00,00,000.00		
<b>Total .....</b>	<b>28,00,00,000.00</b>	<b>28,00,00,000.00</b>		
<b>Issued, Subscribed &amp; Paid-up Capital</b>				
27,548,650 (March 31 2020 : 27,548,650) Equity Share of Rs. 10/- each	27,54,86,500.00	27,54,86,500.00		
<b>Total .....</b>	<b>27,54,86,500.00</b>	<b>27,54,86,500.00</b>		
<b>(a) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period</b>				
Particulars	As at March 31, 2021 (Rs.)		As at March 31, 2020 (Rs.)	
	No. of shares	Amount	No. of shares	Amount
Equity Shares At the commencement and at the end of the year	2,75,48,650	27,54,86,500	2,75,48,650	27,54,86,500
<b>(b) Share held by Holding Company</b>				
Not Any	-	-	-	-
<b>(c) Details of shareholders holding more than 5% shares in the Company</b>				
Particulars	As at March 31, 2021 (Rs.)		As at March 31, 2020 (Rs.)	
	No. of shares	Amount	No. of shares	Amount
Not Any	-	-	-	-

**(d) Terms and rights attached to Equity Shares**

The Company has issued only one class of Equity Shares having a Face Value of Rs. 10/- per share. Each

holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

Particulars	As at March 31, 2021 (Rs.)	As at March 31, 2020 (Rs.)
<b>Note 12 - Other Equity</b>		
<b>General Reserve</b>		
At the commencement and at the end of the year		
Addition for the year		
<b>At the Close of the year</b>	-	-
<b>Securities Premium Reserve</b>		
At the commencement and at the end of the year	-	-
<b>Retained Earnings</b>		
At the commencement and at the end of the year	8,34,994.02	4,57,285.65
Add: Profit for the Year	1,19,796.63	3,77,708.37
Less: Transfer to General Reserve	-	-
<b>At the end of the year</b>	<b>9,54,790.65</b>	<b>8,34,994.02</b>

**Nature and purpose of other Reserve****General Reserve**

The general reserves are the retained earnings of a Company which are kept aside out of Company's profits to meet future (known or unknown) obligations. The general reserve is a free Reserve which can be utilized for any purpose after fulfilling certain conditions.

# RISORGIMENTO INDUSTRIAL COMPANY LTD.

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**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2021  
AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE.**

Particulars	As at March 31, 2021 (Rs.)	As at March 31, 2020 (Rs.)
<b>Note 13 - Sale of Shares</b>		
Sale of Equity Shares	85,69,750.00	-
<b>Total .....</b>	<b>85,69,750.00</b>	<b>-</b>
<b>Note 14 - Interest Income</b>		
Interest on Loan to Body Corporate & Individuals (TDS Rs. 43,748/-, Pre. Yr. Rs. 63,680/-)	12,43,236.00	19,60,883.00
<b>Total .....</b>	<b>12,43,236.00</b>	<b>19,60,883.00</b>
<b>Note 15 - Dividend Received</b>		
Dividend on quoted Investments on BSE/NSE	-	2,00,430.00
<b>Total .....</b>	<b>-</b>	<b>2,00,430.00</b>
<b>Note 16 - Purchases</b>		
Purchases of Equity Shares (Quoted & Un-quoted)	-	-
<b>Total .....</b>	<b>-</b>	<b>-</b>
<b>Note 17 - Change in Inventories</b>		
Opening Stock of Shares	11,38,23,237.01	11,38,23,237.01
Less : Closing Stock of Shares	(10,55,63,237.01)	(11,38,23,237.01)
Net Change in Inventory	<b>82,60,000.00</b>	<b>-</b>
<b>Note 18 - Employee Benefit Expenses</b>		
Directors' Remuneration	7,20,000.00	6,00,000.00
Salary to Co. Secretary	60,000.00	-
Salaries	2,02,733.00	4,93,767.00
Bonus	16,500.00	50,280.00
Staff Welfare Expenses	-	45,304.00
<b>Total .....</b>	<b>9,99,233.00</b>	<b>11,89,351.00</b>
<b>Note 19 - Depreciation &amp; Amortization Expenses</b>		
Depreciation for the Year	6,304.00	4,630.00
<b>Total .....</b>	<b>6,304.00</b>	<b>4,630.00</b>

<b>Note 20 - Other Expenses</b>				
Bank Charges		1,219.00		-
Transaction Charges		228.75		-
Stamp Charges		1,144.00		-
Central GST		1,393.09		-
State GST		1,393.09		-
Securities Transaction Charges		7,625.00		-
SEBI T O Charges		11.44		-
Rent		72,000.00		72,000.00
Telephone Expenses		3,683.00		2,578.00
Postage, Telegram & Courier Charges		8,213.00		4,092.00
Printing & Stationary		9,000.00		13,344.00
General Expenses		20,615.00		29,190.00
Filing Fees		3,600.00		12,600.00
Travelling Expenses		10,688.00		43,237.00
Conveyance Expenses		3,183.00		15,094.06
Depository Charges		1,77,000.00		1,81,505.22
Professional Fees		-		15,000.00
Advertisement		1,512.00		2,520.00
Repair & Maintenance		-		7,568.00
Professional Tax		2,500.00		2,500.00
Registrar Fees		35,400.00		23,600.00
Demat Charges		-		2,791.35
Listing Fees		-		65,000.00
E-voting Charges		5,900.00		14,750.00
Auditors Remuneration				
As Audit Fees	6,000.00		6,000.00	
As Tax Audit Fees	-		-	
On Other Matter	14,000.00	20,000.00	14,000.00	20,000.00
	<b>Total .....</b>	<b>3,86,308.37</b>		<b>5,27,369.63</b>
<b>Note 21 - Tax Expenses</b>				
Current Tax Provisions		41,344.00		62,254.00
Deferred Tax Assets		-		-
Tax Adjustments for earlier years		-		-
	<b>Total .....</b>	<b>41,344.00</b>		<b>62,254.00</b>
<b>Note 22 - Earnings per shares (EPS)</b>				
Net Profit after Tax as per statement of profit and loss attributable to Equity				
Shareholder			27548650	27548650
Number of Equity Shares used as denominator for calculating EPS			27548650	27548650
Net profit for the period attributable to equity shares (Rs.)			119797	377708
Basic and Diluted Earnings per Share (Rs.)			0.004	0.014
Face Value of Equity Shares			10/-	10/-

# **RISORGIMENTO INDUSTRIAL CO LIMITED**

**[CIN: L67120WB1982PLC034591]**

## **Notes to the financial statements for the year ended 31<sup>st</sup> March 2021.**

### **BRIEF PROFILE**

The company is incorporated on 19<sup>th</sup> February 1982 at Calcutta, West Bengal, India. It is a Public limited company by its shares. The activities of the company includes financing, investing in shares & other securities, Government and Non-Government Bonds, Fixed Deposits, Commodities and other related activities of capital market.

The Registered Office of the Company is situated at 8, Ganesh Chandra Avenue, Kolkata-700 013.

### **1. SIGNIFICANT ACCOUNTING POLICIES**

#### **1.1 Statement of compliance:**

The financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) issued by Ministry of Corporate Affairs in exercise of the powers conferred by section 133 read with sub-section (1) of section 210A of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied along with compliance with other statutory promulgations require a different treatment.

The financial statement for the year ended March 31, 2021 of the Company is the first financial statements prepared in compliance with Ind AS. The date of transition to Ind AS is April 1, 2017. The Financial Statements up to the Year Ended March 31, 2018, were prepared in accordance with the accounting standard notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") and other relevant provisions of the Act. The figures for the year ended March 31, 2018 have now been restated under Ind AS to provide comparability. Refer Note 43 for the details of first-time adoption exemptions availed by the company.

#### **1.2 Basis of preparation:**

The 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.

Fair value measurements under Ind AS are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at reporting date
- Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the valuation of assets or liabilities

#### **1.3 Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and there exists reasonable certainty of its recovery. Revenue is measured at the fair value of the consideration received or receivable as reduced for estimated customer credits and other similar allowance.

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Income from arbitrage comprises profit / loss on sale of securities held as stock-in-trade and profit / loss on equity derivative instruments is accounted as per following:

- i. Interest income is recognised in the Statement of Profit and Loss and for all financial instruments except for those classified as held for trading or those measured or designated as at fair value through profit or loss (FVTPL) is measured using the effective interest method (EIR).

The calculation of the EIR includes all fees and points paid or received between parties to the contract that are incremental and directly attributable to the specific lending arrangement, transaction costs, and all other premiums or discounts. For financial assets at FVTPL transaction costs are recognised in profit or loss at initial recognition.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for expected credit losses (ECLs)). For financial assets originated or purchased credit-impaired (POCI) the EIR reflects the ECLs in determining the future cash flows expected to be received from the financial asset.

- ii. Dividend income is recognised when the Company's right to receive dividend is established by the reporting date and no significant uncertainty as to collectability exists.
- iii. Fee and commission income and expense include fees other than those that are an integral part of EIR. The fees included in the Company statement of profit and loss include among other things fees charged for servicing a loan, non-utilisation fees relating to loan commitments when it is unlikely that these will result in a specific lending arrangement and loan advisory fees.
- iv. Profit / loss on sale of securities are determined based on the FIFO cost of the securities sold.
- v. Profit / loss on FNO Segment and Commodity transactions is accounted for as explained below:

Initial and additional margin paid over and above initial margin for entering into contracts for Equity Index / Stock Futures / Commodity Spot Trading/ Currency Futures and or Equity Index / Stock Options / Currency Options, which are released on final settlement / squaring-up of underlying contracts, are disclosed under "Other current assets". Mark-to-market margin-Equity Index / Stock Futures / Currency Futures representing the amounts paid in respect of mark to market margin is disclosed under "Other current assets".

"Equity Index / Stock Option / Currency Option Premium Account" represents premium paid or received for buying or selling the Options, respectively.

On final settlement or squaring up of contracts for Equity Index / Stock Futures / Currency Future, the realized profit or loss after adjusting the unrealized loss already accounted, if any, is recognized in the Statement of Profit and Loss. On settlement or squaring up of Equity Index / Stock Options / Currency Option, before expiry, the premium prevailing in "Equity Index / Stock Option / Currency Option Premium Account" on that date is recognized in the Statement of Profit and Loss.

As at the Balance Sheet date, the Mark to Market / Unrealised Profit / (Loss) on all outstanding arbitrage portfolio comprising of Securities and Equity / Currency Derivatives positions is determined on scrip basis with net unrealized losses on scrip basis being recognized in the Statement of Profit and Loss and the net unrealized gains on scrip basis are ignored.

- vi. Other operational revenue represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

# **RISORGIMENTO INDUSTRIAL CO LIMITED**

**[CIN: L67120WB1982PLC034591]**

## **1.5 Intangible assets:**

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Direct expenses and administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as “Intangible assets under development”.

Intangible assets are amortised on the written down value method over the estimated useful life. The method of amortisation and useful life are reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis.

An intangible asset is de-recognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset are recognised in profit or loss when the asset is derecognised.

## **1.6 Property, Plant and Equipments**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation less impairment loss, if any. Historical cost comprises of purchase price, including non- refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use.

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to statement of profit or loss during the reporting period in which they are incurred.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separated items (major components) of property, plant and equipment.

### **Depreciation methods, estimated useful lives and residual value:**

Depreciation is provided on a pro-rata basis on the written down value method over the estimated useful lives of the assets which in certain cases may be different than the rate prescribed in Schedule II to the Companies Act, 2013, in order to reflect the actual usages of the assets.

The asset’s residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. The asset’s residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

<b>Class of Assets</b>	<b>Useful life as prescribed in Schedule II of Companies Act, 2013 (in years)</b>	<b>Useful life as followed by the Company (in years)</b>
Furniture	10	10
Mobile Phone	15	15

# **RISORGIMENTO INDUSTRIAL CO LIMITED**

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The assets' residual values, useful lives and method of depreciation are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognized as income or expense in the statement of profit and loss.

## **1.7 Impairment of tangible and intangible assets other than goodwill**

As at the end of each accounting year, the Company reviews the carrying amounts of its PPE and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the PPE, investment property and intangible assets are tested for impairment so as to determine the impairment loss, if any. Goodwill and the intangible assets with indefinite life are tested for impairment each year.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined in the case of an individual asset, at the higher of the net selling price and the value in use.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. For this purpose, the impairment loss recognised in respect of a cash generating unit is allocated first to reduce the carrying amount of any goodwill allocated to such cash generating unit and then to reduce the carrying amount of the other assets of the cash generating unit on a pro-rata basis.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit), except for allocated goodwill, is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss (other than impairment loss allocated to goodwill) is recognised immediately in the Statement of Profit and Loss.

## **1.8 Employee benefits:**

### **i. Short term employee benefits:**

Employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

# **RISORGIMENTO INDUSTRIAL CO LIMITED**

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## ii. Post- employee benefits:

- a) Defined contribution plans: The Company's superannuation scheme, state governed provident fund scheme, employee state insurance scheme and employee pension scheme are defined contribution plans. The contribution paid/ payable under the schemes is recognised during the period in which the employee renders the related service.
- b) Defined benefit plans: The employees' gratuity fund schemes and employee provident fund schemes managed by board of trustees established by the Company, the post-retirement medical care plan and the Parent Company pension plan represent defined benefit plans. The present value of the obligation under defined benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows using a discount rate based on the market yield on government securities of a maturity period equivalent to the weighted average maturity profile of the defined benefit obligations at the Balance Sheet date.

Re-measurement, comprising actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability or asset) and any change in the effect of asset ceiling (if applicable) is recognised in other comprehensive income and is reflected in retained earnings and the same is not eligible to be reclassified to profit or loss.

Defined benefit costs comprising current service cost, past service cost and gains or losses on settlements are recognised in the Statement of Profit and Loss as employee benefit expenses. Interest cost implicit in defined benefit employee cost is recognised in the Statement of Profit and Loss under finance cost. Gains or losses on settlement of any defined benefit plan are recognised when the settlement occurs. Past service cost is recognised as expense at the earlier of the plan amendment or curtailment and when the Company recognizes related restructuring costs or termination benefits.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

## iii. Long term employee benefits:

The obligation recognised in respect of long term benefits such as long term compensated absences is measured at present value of estimated future cash flows expected to be made by the Company and is recognised in a similar manner as in the case of defined benefit plans vide (ii) (b) above.

## iv. Termination benefits:

Termination benefits such as compensation under employee separation schemes are recognised as expense when the Company's offer of the termination benefit is accepted or when the Company recognises the related restructuring costs whichever is earlier.

## 1.9

### **Financial instruments:**

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Recognised 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 FVTPL) 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 FVTPL are recognised immediately in profit or loss.

A financial asset and a financial liability is offset and presented on net basis in the balance sheet when there is a current legally enforceable right to set-off the recognised amounts and it is intended to either settle on net basis or to realise the asset and settle the liability simultaneously.

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## **1.10 Write off:**

Loans and debt securities are written off when the Company has no reasonable expectations of recovering the financial asset (either in its entirety or a portion of it). This is the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. A write-off constitutes a de-recognition event. The Company may apply enforcement activities to financial assets written off. Recoveries resulting from the Company's enforcement activities will result in impairment gains.

## **1.11 Impairment:**

The Company recognises loss allowances for ECLs on the following financial instruments that are not measured at FVTPL:

- Loans and advances to customers;
- Debt investment securities;
- Trade and other receivable;
- Lease receivables;
- Irrevocable loan commitments issued; and
- Financial guarantee contracts issued.

### **Credit-impaired financial assets**

A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Credit-impaired financial assets are referred to as Stage 3 assets. Evidence of credit impairment includes observable data about the following events:

- significant financial difficulty of the borrower or issuer;
  - a breach of contract such as a default or past due event;
  - the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider;
  - the disappearance of an active market for a security because of financial difficulties;
- or
- the purchase of a financial asset at a deep discount that reflects the incurred credit losses.

It may not be possible to identify a single discrete event instead; the combined effect of several events may have caused financial assets to become credit-impaired. The Company assesses whether debt instruments that are financial assets measured at amortised cost or FVTOCI are credit-impaired at each reporting date. To assess if corporate debt instruments are credit impaired, the Company considers factors such as bond yields, credit ratings and the ability of the borrower to raise funding.

A loan is considered credit-impaired when a concession is granted to the borrower due to a deterioration in the borrower's financial condition, unless there is evidence that as a result of granting the concession the risk of not receiving the contractual cash flows has reduced significantly and there are no other indicators of impairment. For financial assets where concessions are contemplated but not granted the asset is deemed credit impaired when there is observable evidence of credit-impairment including meeting the definition of default. The definition of default (see below) includes unlikeliness to pay indicators and a back-stop if amounts are overdue for 90 days or more.

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## **1.12 Cash and bank balances:**

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term and liquid investments being subject to more than insignificant risk of change in value, are not included as part of cash and cash equivalents.

## **1.13 Securities Premium Account:**

### **i. Securities premium includes:**

- The difference between the face value of the equity shares and the consideration received in respect of shares issued pursuant to Stock Option Scheme.
  - The fair value of the stock options which are treated as expense, if any, in respect of shares allotted pursuant to Stock Options Scheme.
- ii. The issue expenses of securities which qualify as equity instruments are written off against securities premium account.

## **1.14 Borrowing Costs:**

Borrowing costs include interest expense calculated using the effective interest method, finance charges in respect of assets acquired on finance lease and exchange differences arising from foreign currency borrowings, to the extent they are regarded as an adjustment to interest costs.

Borrowing costs net of any investment income from the temporary investment of related borrowings, that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

## **1.15 Accounting and Report of Information for Operating Segments:**

Operating segments are those components of the business whose operating results are regularly reviewed by the chief operating decision making body in the Company to make decisions for performance assessment and resource allocation. The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments. Segment accounting policies are in line with the accounting policies of the Company.

## **1.16 Foreign Currencies:**

- i. The functional currency and presentation currency of the Company is Indian Rupee. Functional currency of the Company and foreign operations has been determined based on the primary economic environment in which the Company and its foreign operations operate considering the currency in which funds are generated, spent and retained.
- ii. In currencies other than the Company's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported at the prevailing closing spot rate. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated.

Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in the Statement of Profit and Loss in the period in which they arise.

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- iii) Financial statements of foreign operations whose functional currency is different than Indian Rupees are translated into Indian Rupees as follows –
- A. assets and liabilities for each Balance Sheet presented are translated at the closing rate at the date of that Balance Sheet;
  - B. income and expenses for each income statement are translated at average exchange rates; and
  - C. all resulting exchange differences are recognised in other comprehensive income and accumulated in equity as foreign currency translation reserve for subsequent reclassification to profit or loss on disposal of such foreign operations.

## **1.17 Taxation:**

### **Current Tax:**

Tax on income for the current period is determined on the basis of taxable income (or on the basis of book profits wherever minimum alternate tax is applicable) and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments/appeals.

### **Deferred Tax:**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Company's financial statements and the corresponding tax bases used in computation of taxable profit and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are generally recognised for all taxable temporary differences to the extent that is probable that taxable profit will be available against which those deductible temporary differences can be utilized. 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 assets relating to unabsorbed depreciation/business losses/losses under the head "capital gains" are recognised and carried forward to the extent of available taxable temporary differences or where there is convincing other evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets in respect of unutilized tax credits which mainly relate to minimum alternate tax are recognised to the extent it is probable of such unutilized tax credits will get realized.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities.

Transaction or event which is recognised outside profit or loss, either in other comprehensive income or in equity, is recorded along with the tax as applicable.

## **1.18 Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised only when:

- i. an Company entity has a present obligation (legal or constructive) as a result of a past event; and
- ii. it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and

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iii. a reliable estimate can be made of the amount of the obligation

Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is the present value of those cash flows. Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of:

i. a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and

ii. a present obligation arising from past events, when no reliable estimate is possible.

Contingent assets are disclosed where an inflow of economic benefits is probable. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision.

## **1.19 Statement of Cash Flows:**

Statement of cash flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- ✓ changes during the period in operating receivables and payables transactions of a non-cash nature;
- ✓ non-cash items such as depreciation, provisions, deferred taxes, unrealised gains and losses; and
- ✓ all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

## **1.20 Earnings Per Share:**

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

## **1.21 Key source of Estimation:**

The preparation of financial statements in conformity with Ind AS requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates include useful lives of property, plant and equipment & intangible assets, expected credit loss on loan books, future obligations in respect of retirement benefit plans, fair value measurement etc. Difference, if any, between the actual results and estimates is recognised in the period in which the results are known.

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## **1.22 Changes in Accounting Standard and recent accounting pronouncements (New Accounting Standards issued but not effective):**

On March 30, 2021, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2019, notifying Ind AS 116 on Leases. Ind AS 116 would replace the existing leases standard Ind AS 17. The standard sets out the principles for the recognition, measurement, presentation and disclosures for both parties to a contract, i.e. the lessee and the lessor. Ind AS 116 introduces a single lease accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently for operating lease, rentals are charged to the statement of profit and loss. The Company is currently evaluating the implication of Ind AS 116 on the financial statements.

The Companies (Indian Accounting Standards) Amendment Rules, 2019 notified amendments to the following accounting standards. The amendments would be effective from April 1, 2019

- ❖ Ind AS 12, Income taxes — Appendix C on uncertainty over income tax treatments
- ❖ Ind AS 19— Employee benefits
- ❖ Ind AS 23 – Borrowing costs
- ❖ Ind AS 28— investment in associates and joint ventures
- ❖ Ind AS 103 and Ind AS 111 — Business combinations and joint arrangements
- ❖ Ind AS 109 — Financial instruments

The Company is in the process of evaluating the impact of such amendments.

## **1.23 Inventories:**

Inventories have been valued at the method prescribed in the Accounting Standards.

## **1.24 Other Income Recognition**

Interest on Loan is booked on a time proportion basis taking into account the amounts invested and the rate of interest.

Dividend income on investments is accounted for when the right to receive the payment is established.

## **1.25 Purchases**

Purchase is recognized on passing of ownership in share based on broker's purchase note.

## **1.26 Expenditure**

Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

## **1.27 Investments**

Current investments are stated at the lower of cost and fair value. Long-term investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments. Investments are classified into current and long-term investments.

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as non-current investments.

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1.28

## **Related Parties**

Parties are considered to be related if at any time during the reporting period one party has the ability to control the other party or exercise significant influence over the other party in making financial and/or operating decisions.

As required by AS-18 "Related Party Disclosure" only following related party relationships are covered:

- ❖ Enterprises that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprise (this includes holding Companies, subsidiaries and fellow subsidiaries);
- ❖ Associates and joint ventures of the reporting enterprise and the investing party or venture in respect of which the reporting enterprise is an associate or a joint venture;
- ❖ Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual;
- ❖ Key management personnel (KMP) and relatives of such personnel; and
- ❖ Enterprises over which any person described in (iii) or (iv) is able to exercise significant influence.

1.29

## **Stock In Trade**

Shares are valued at cost or market value, whichever is lower. The comparison of Cost and Market value is done separately for each category of Shares.

Units of Mutual Funds are valued at cost or market value whichever is lower. Net asset value of units declared by mutual funds is considered as market value for non-exchange traded Mutual Funds.

1.30

## **Fair Value Hierarchy**

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

1.31

## **Financial Risk Management Objectives and Policies:**

The Company's activities are exposed to a variety of Financial Risks from its Operations. The key financial risks include Market risk, Credit risk and Liquidity risk.

### **i. Market Risk:**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly three types of risk, foreign currency risk, Interest rate risk and other price risk such as Equity price risk and Commodity Price risk.

### **ii. Foreign Currency Risk:**

There are no Foreign Currency transactions during the financial year.

### **iii. Foreign Currency Sensitivity:**

There are no Foreign Currency transactions during the financial year.

### **iv. Credit Risk:**

Credit risk is the risk that counterparty might not honor its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables).

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**v. Trade Receivables:**

Customer credit risk is managed based on company's established policy, procedures and controls. The company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Credit risk is reduced by receiving pre-payments and export letter of credit to the extent possible. The Company has a well-defined sales policy to minimize its risk of credit defaults. Outstanding customer receivables are regularly monitored and assessed. The Company follows the simplified approach for recognition of impairment loss and the same, if any, is provided as per its respective customer's credit risk as on the reporting date.

**vi. Liquidity Risk:**

Liquidity risk is the risk, where the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

1.32

**Summary of Significant Accounting Policies General:**

- Contingent Liabilities & Commitments - Nil
- Additional Information disclosed as per Part II of the Companies Act, 2013 – Nil

1.33

**Cash and cash Equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

1.34

**Earnings/(loss) per share:**

**i. Basic earnings/ (loss) per share**

Basic earnings / (loss) per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year.

**ii. Diluted earnings / (loss) per share**

Diluted earnings / (loss) per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

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## **Note No. 23 – Contingent Liabilities not provided for**

The Company does not have any contingency Liability as on the Closing of current financial year.

Note

- (a) The Company has not provided for Gratuity Fund payable to certain employees.
- (b) The Company is having investments in some of small cap illiquid stocks where either there is very thin trading or is no trading during the entire financial year. Even trading in some of these shares has been suspended by Stock Exchanges. The Company has valued these shares on last traded price on BSE/CSE and has not made any provision for the possible losses.
- (c) The audited financial statement, valuation of the unquoted investments are subject to the valuation by independent valuer, as per management explanation they are under process to carrying out fair valuation from registered valuer , these are shown its investment value.

## **Note No. 24 – Corporate Social Responsibility**

The Company does not meet the criteria specified in sub section (1) of section 135 of the Companies Act, 2013, read with Companies [Corporate Social Responsibility (CSR)] Rules, 2014. Therefore it is not required to incur any expenditure on account of CSR activities during the year.

### **Note No. 25 – Risk assessment by the Company of COVID-19 (Global Pandemic):**

Due to spread of COVID-19 pandemic and consequent mandatory lockdowns and restrictions in activities imposed by the Government, the Company's manufacturing plants and offices had to be closed down for a considerable period of time, during the year ended March 31, 2021. As a result of the lockdown, the manufacturing operations for the first two quarters were significantly impacted. Further, on the background of recent surge of COVID-19 cases in India, the Company is monitoring the situation closely. Management believes that it has taken into account all the possible impacts of known events arising from COVID-19 pandemic in the preparation of the financial results including but not limited to its assessment of Company's liquidity and going concern, recoverable values of its property, plant and equipment, intangible assets and the net realisable values of other assets. However, given the effect of these on the overall economic activity and in particular on the automotive industry, the impact assessment of COVID-19 on the above mentioned financial statement captions is subject to significant estimation uncertainties given its nature and duration and, accordingly, the actual impacts in future may be different from those estimated as at the date of approval of these financial results. The Company will continue to monitor any material changes to future economic conditions and consequential impact on its financial results.

## **Note No. 26 – Segment Reporting**

The company is primarily engaged in the single business of trading in shares and securities and there is no reportable secondary segment i.e. geographical segment. Hence, the disclosure requirement of Accounting Standard-17 "Segment Reporting" as notified by Companies (Accounting Standards) Rules, 2006 (as amended) is not applicable.

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## **Note No. 27 – Disclosure of Related Party Transactions:**

Wholly owned subsidiary	:	Not any
Company under same Management	:	Not any

### **List of Companies where Directors are having common Directorship -**

PNC Capital Trust Limited

Globe Stocks & Securities Ltd.

Webtech Softwares & Services Ltd.

Webcom Softwares & Services Ltd.

Mars Online.Com Ltd.

**Transactions with Related Parties -** Not any

### **List of Related Parties on Board and Key Managerial Person and nature & value of transactions with them :**

Name	Nature of Relation	Nature of Transaction	Transaction Value (Rs.)
Mr. Sunil Kr. Tibrewal	Managing Director	Director's Remuneration	720,000/-
Mr. Arvind Khemka	Independent Director	---	---
Mr. Raj Kumar Bajaj	Independent Director	---	---
Mr. Rameshwar Prasad Khetan	Independent Director	---	---
Mrs. Priti Khemka	Non-Executive Director	---	---
Ms. Manisha Biswas	Chief Financial Officer	Remuneration	89,233/-

## **Note No. 28 – Details of Loans Given, Investments made, guarantees given covered under section 186(4) of the Companies Act, 2013:**

Since your Company is not RBI registered NBFC (Non-deposit taking Company), provision of Section 186 of the Companies Act, 2013 are not applicable to the Company.

## **Note No. 29 – Remuneration of Auditors:**

Particulars	31.03.2021	31.03.2020
Remuneration to Auditors for Audit Purpose (Rs.)	6,000	6,000
On Other Matters	14,000	14,000

## **Note No. 30 –**

There are no Micro and Small Scale Business Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2021. This information as required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

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## **Note No. 31 – Recent Pronouncements**

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

### **Balance Sheet:**

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

### **Statement of Profit & Loss:**

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

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## **Note No. 32 – Other Notes to Accounts**

- In the opinion of the management, current assets, loans and advances and other receivables are approximately of the value stated, if realized in the ordinary course of business. The provisions of all known liability are ascertained, except for Trade Receivables. Since the receivables are dues for more than one year, we are not certain about the recoveries of the same. The Company is confident of receiving the dues and hence no contingency liabilities have been provided.
- Previous year figures have been restated to confirm the classification of the current year.
- Balances of Sundry Debtors, Unsecured Loans, and Sundry Creditors are Loans & Advances are subject to reconciliation, since conformations have not been received from them. Necessary entries will be passed on receipt of the same if required.
- T  
The company has not provided for Gratuity and Leave Encashment to Employees on accrual basis, which is not in conformity with AS-15 issued by ICAI. However, in the opinion of management the amount involved is negligible and has no impact on Statement of Profit & Loss.

In Terms Of Our Report Attached  
**For JAIN SONU & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
Firm's Regn. No. 324386E

**(SONU JAIN)**

Partner

**M. No. 060015**

**UDIN : 21060015AAAAGC4497**

Place : Kolkata.

Date : 24-07-2021

For and on behalf of the Board

**Sunil Kr. Tibrewal**

DIN : 00427214

Managing Director

**Arvind Khemka**

DIN: 00428495

Director

**Raj Kumar Bajaj**

DIN : 00428553

Director