



SHANKAR LAL RAMPAL DYE CHEM LIMITED

ANNUAL REPORT 2019-2020



SHANKAR LAL RAMPAL DYE CHEM LIMITED

ANNUAL REPORT 2019-20

CIN-L24114RJ2005PLC021340

Reg. office Address- SG-2730, Suwana, Bhilwara-311001(RJ.)

Website- <http://www.srdyechem.com>

Email at- info@srdyechem.com

Contact at-01482-220062 (o)

Corporate Information

Board of Directors and Key Managerial Personnel

Mr. Rampal Inani- Managing Director

Mr. Dinesh Chandra Inani- Whole time Director

Mr. Jagdish Chandra Inani- Whole Time Director

Mr. Susheel Kumar Inani- Whole Time Director Cum CFO

Mr. Vinod Kumar Inani- Whole Time Director

Mr. Anil Kumar Kabra- Independent Director and Chairman (Audit Committee)

Mrs. Apoorva Maheshwari- Independent Women Director and Chairman (N&R Committee)

Mr. Harsh Kabra- Independent Director

Mr. Murli Atal -Independent Director

Mr. Aditya Soni-Independent Director(Additional)

Ms. Aditi Babel- Company Secretary and Compliance Officer

Auditors

Statutory Auditor	Secretarial Auditor	Internal Auditor
Alok Palod & Company	CS Sanjana Jain	Laxman Kumar & Associates
Shop No.3, Hare Krishna Tower, Rajendra Marg, Bhilwara-311001.	A-409, V. S. Pathik Nagar, Bhilwara-311001, Raj.	30-A-6, Community Hall Road, Near Bapu Nagar, Bhilwara-311001, Raj.

Bankers

Axis Bank Limited

ICICI Bank Limited

Registrar and Share Transfer Agent

Cameo Corporate Services Limited

“Subramanian Building”, 1, Club House Road,
Chennai- 600002, India

Email at- investor@cameoindia.com

LETTER FROM THE MANAGING DIRECTOR

Dear Stakeholders,

I write this letter with a sense of pride about how well your Company performed this year; despite of uncertainties caused by COVID-19 outbreak; not just in financial terms, but also in terms of what we accomplished for customers, employees, shareholders and communities across the world.

FY 2019-20; started as a year of growth, the company was able to fetch good and foreseen returns from investment in various business related opportunities, the company was able to raise fund through preferential allotment and despite of tremendous problem in logistic, increasing material cost & facing economic slowdown due to COVID outbreak; the company is still able to maintain its sales & customers. In my opinion we were able to serve satisfactorily the market needs. This growing market valuation of our products is due to Shankar Lal Rampal Dye-chem Limited ("Srdyechem/SRDL")'s differentiated strategy, improving capital allocation and most importantly your firm belief in sustainability and growth of your company.

This year was very vital for the company in all above term. For better compliance and safeguards toward customers, better management and also society in whole; your management have adopted various corporate policies and adopted various quality initiatives. The company has also promoted E-payment or online payment facility among its customers.

At the end of year gone by; FY 2019-20; the industry was struggling with problems like volatile input costs, increasing labour and storage cost and cut-throat competition. The pandemic has hit the business, economy and lives. Due to the pandemic and Nationwide lockdown; all retail outlets of the company were closed, logistic on which a trade industry is depended was totally shut down and employees & the management were working from their home. The vision of better quality products, loyal customers, safety measures in handling operations and good trade practices have been driving force for your company to sustain and earn favorable outcome.

The opportunities ahead are huge. By staying true to its vision, mission and its values, and by continually investing in building newer capabilities, your Company is positioned well to become the foremost partner of choice to all forward thinking enterprises in their growth and transformation journeys.

On behalf of Board of Directors, I want to thank you all for continued trust and confidence.

**~RAMPAL INANI
MANAGING DIRECTOR**

INDEX

Content
1. Notice of the Annual General Meeting
2. Explanatory Statement pursuant to Section 102
3. Profile of Director who offer himself to be reappointed
4. Profile of New Prospective Appointee: Independent Director
5. Board' Report
5.1 Management Discussion and Analysis
5.2 Secretarial Audit Report
5.3 Corporate Governance Details
5.4 Form No. AOC-2
6. Auditor's Report
7. Balance Sheet
8. Profit & Loss Accounts
9. Cash Flow Statement
10. Notes to Accounts
11. Proxy – Form
12. Polling Paper
13. Attendance Slip
14. Route Map



SHANKAR LAL RAMPAL DYE-CHEM LIMITED

NOTICE

NOTICE is hereby given that the **Annual General Meeting (AGM)** of the members of **Shankar Lal Rampal Dye-Chem Limited** will be held on **Monday, 31st August, 2020** at 01.00 PM at the **registered office** of the Company i.e. **S.G. 2730 Suwana, Bhilwara- 311001, Rajasthan**. To transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 including the Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss and Cash Flow for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.**
- 2. To approve Dividend for FY 2019-20 @ Rs. 0.10 (i.e. 1.00%).**
- 3. To reappoint Mr. Jagdish Chandra Inani (DIN- 00479985); as whole time director of the company; whose term is liable to retire by rotation.**
- 4. To consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013, as amended from time to time ('the Act'), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, under the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable laws, if any (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the company and subject to requisite regulatory approvals, if any, **Mr. Aditya Soni (DIN: 08590851)**, who upon recommendations of the Nomination and Remuneration Committee, was appointed by the Board of Directors of the co. as a Independent Director (Additional Director) on October 26, 2019 and who holds office up to the date of this Annual General Meeting; his appointment was made upon the casual vacancy caused by resignation of Mr. Himanshu Jain, Independent Director; now in respect of recommendation received by nomination and remuneration committee and board's recommendation in their meeting dated 31/07/2020, now he is be and is hereby appointed as an Independent Director of the co., whose term is not liable to retire by rotation and his term will be governed by Section 149 and relevant provision of the act.

RESOLVED FURTHER THAT the Board of Directors of the co. be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms with the statutory/ regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise in this regard, as he/ she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the co., to give effect to this resolution."

By Order of the Board
For SHANKAR LAL RAMPAL DYE-CHEM LTD
Sd/-

Aditi Babel
Company Secretary & Compliance Officer

Date: 06TH August, 2020
Place: Bhilwara



SHANKAR LAL RAMPAL DYE-CHEM LIMITED

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. A proxy shall not have right to speak at AGM and shall not be entitled to vote except on poll.
3. Proxies in order to be effective must be received at the Company's Registered Office at **S.G. 2730 Suwana, Bhilwara – 311001, Rajasthan** not less than 48 hours before the time fixed for the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority as applicable, issued on behalf of the appointing organization. A form of Proxy and Attendance Slip is enclosed.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of above resolutions is enclosed.
5. Members may also note that this notice will be available on the Company's website: www.srdyechem.com. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company at **S.G. 2730 Suwana, Bhilwara – 311001, Rajasthan** on all working days (Excluding Saturdays, Sundays and Holidays) from 11.30 A.M. to 5.00 P.M. till the date of AGM.
6. The Notice of the Annual General Meeting is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. In compliance with the MCA Circulars and SEBI Circular, the Notice of the 15th AGM along with the Annual Report for the FY 2019-20 are being sent only through electronic mode to those Members whose email addresses are registered with the Bank/ Registrar and Transfer Agent (RTA) or with the Depository Participant(s).
7. The Board of Directors, at their meeting held on 31st July, 2020, has appointed Mr. Nitin Mehta, Practicing Company Secretary, having CP No. – 12483 & Membership No. – F7025, as Scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
8. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are annexed to this Notice. The Company is also pleased to provide the facility of remote e-voting to all members as per the applicable regulations relating to e-voting. The e-voting instructions have been given below explaining the process of remote e-voting with necessary User ID and Password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on 31st August, 2020.
9. Please note that the Members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
10. A Member cannot exercise his vote by proxy on e-voting.
11. The e-voting period commences on 26th August, 2020 (9.00 A.M IST) and ends on 30th August, 2020 (5.00 P.M. IST). During this period, shareholders of the Company holding shares in dematerialized form, as on the cut-off date i.e. 21st August, 2020, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to do it subsequently.

SHANKAR LAL RAMPAL DYE-CHEM LTD.

(PREVIOUS NAME: SHANKAR LAL RAMPAL DYE-CHEM PVT. LTD. (U24114RJ2005PTC021340))

Regd. Office Address: S.G. 2730, SUWANA, BHILWARA-311001 (RAJ)

Corresponding Address: Near Kamal Ka Kuwa, Bhilwara 311001, Rajasthan

CIN: - L24114RJ2005PLC021340,

Phone: +91-1482-220062, Email: info@srdyechem.com,

Website: www.srdyechem.com



SHANKAR LAL RAMPAL DYE-CHEM LIMITED

12. Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of Notice of this Annual General Meeting and holds shares as on the cut-off date i.e. 31st July, 2020 may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if such person is already registered with M/s. National Securities Depository Limited, for remote e-voting, they may use their existing User ID and Password for casting their vote.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. The Scrutinizer will submit his report to the Chairman/Managing Director after the completion of scrutiny, and the result of the voting will be announced by Managing Director/ any other Director of the Company duly authorized, on or before 02nd September, 2020 at 5.00 P.M. at the registered office of the Company and will also be displayed on the Company's website www.srdyechem.com and communicated to the Depositories, Registrar and Share Transfer Agent on the said date.
15. The Board of Directors has appointed the Company Secretary as the person responsible for this process.
16. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy verification of attendance at the Meeting.
17. Members are requested to notify any change of their address to the Company's Registrars and Share Transfer Agent, M/s. Cameo Corporate Services Limited, "Subramanian Building" No.1 Club House Road Chennai 600002".
18. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, Companies are permitted to serve communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Registrar and Share Transfer Agent of the Company and register their email ID. Members holding shares in demat form are requested to register/update their email address with their Depository Participant(s) directly. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.
19. Attendance will start at 11:00 A.M.
20. **Pursuant to Finance Act, 2020, with effect from April 1, 2020**, dividend declared and paid by the Company is taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to the shareholders at the applicable rates (refer Finance Act, 2020 and amendments thereof). However, no withholding of tax is applicable if the dividend payable to resident individual shareholders having valid PAN is less than Rs. 5,000 p.a. If the dividend paid to resident individual shareholder exceeds Rs. 5000 but the individual gives a declaration in Form 15G/ Form 15H, no TDS will be deducted. To facilitate this, the Registrar and Share Transfer Agent of the Company, Cameo Corporate Services Limited has enabled a shareholder web portal for submission of tax exemption form 15g/15h. Shareholders can submit their tax exemption form directly on portal by clicking on the link: <https://investors.cameoindia.com>

SHANKAR LAL RAMPAL DYE-CHEM LTD.

(PREVIOUS NAME: SHANKAR LAL RAMPAL DYE-CHEM PVT. LTD. (U24114RJ2005PTC021340))

Regd. Office Address: S.G. 2730, SUWANA, BHILWARA-311001 (RAJ)

Corresponding Address: Near Kamal Ka Kuwa, Bhilwara 311001, Rajasthan

CIN: - L24114RJ2005PLC021340,

Phone: +91-1482-220062, Email: info@srdyechem.com,

Website: www.srdyechem.com

E-VOTING

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

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to office@csnmehta.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in



SHANKAR LAL RAMPAL DYE-CHEM LIMITED

EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]

ITEM NO. 4

Appointment of Mr. Aditya Soni as Independent Director

The Board; in pursuant to resignation of Mr. Himanshu Jain, Independent Director wef 29/07/2019; has to immediate fill the vacancy and hence upon recommendation of Nomination & Remuneration Committee(N&RC); has appointed Mr. Aditya Soni as Independent Director (Additional) on 26/10/2019 till conclusion of this AGM.

Now; in consideration to profile of the director and in view of recommendations received from N&RC; the board recommend appointment of Mr. Aditya Soni as Independent Director of the company.

Pursuant to the provisions of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, a detailed profile of the director along with Directorships and Committee positions held by him in other companies has been given in the Annexure to this Notice.

The Directors/KMP of the Company and their relatives are not interested; financially or otherwise; in Item No.4.

Your Board recommends the resolution for approval of the Members as a Special Resolution.

By Order of the Board

For SHANKAR LAL RAMPAL DYE-CHEM LTD

Sd/-

Aditi Babel

Company Secretary & Compliance Officer

Date: 06TH August, 2020

Place: Bhilwara

SHANKAR LAL RAMPAL DYE-CHEM LTD.

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Profile of Director who offer himself to be reappointed/whose name in recommended for appointed

S.no.	Particulars	(1)	(2)
1	Name of Director	JAGDISH CHANDRA INANI (WHOLE TIME DIRECTOR)	ADITYA SONI (INDEPENDENT DIRECTOR)
2	Tenure of association with the company	From 23/04/2018	From 26/10/2019 (as Independent Director(additional))
3	Designation under consideration for resolution	Whole Time Director; offering himself for reappointment in pursuance to term liable to retire by rotation	Independent Director
4	Expertise in Specific Functional Area	He is having vast experience in business and commerce. He is playing a vital role in developing business strategies for the company and under his supervision company has enhanced its business.	He is a young & Dynamic Management Expert. He has completed his Masters in Business Administration from reputed university. He has good experience in understanding management decisions, strategizing and review marketing planning of the company.
5	Directors in other public limited companies and Membership of committees in other public limited Companies	None	None
6	Shares held in the company (%)	5.02% (Promoter)	NIL
7	No. of Board Meetings attended during FY20	5/6	2/3
8	Remuneration last drawn	42,00,000	Nil
9	Relationship with other Directors & Key Managerial Personnel	Brother of Managing Director and all 4 Wholetime Directors/CFO.	None



BOARD REPORT

To,
The Members,
SHANKAR LAL RAMPAL DYE-CHEM LIMITED
(Previously Shankar Lal Rampal Dye-Chem Private Limited)

Your Directors have pleasure in presenting their Annual Report on the business and operations of the Company and the accounts for the Financial Year ended on March 31st, 2020.

1. FINANCIAL SUMMARY OF THE COMPANY (STANDALONE)

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

(Figures in Lakhs)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Income from Business Operations	13260.49	17586.83
Other Income	31.25	10.15
Total Income	13291.74	17596.98
Profit before Interest, Depreciation & Tax	578.69	415.34
Less:- Interest	198.69	204.33
Less:- Depreciation	4.34	3.96
Profit after depreciation and Interest	375.66	207.05
Less:- Current Income Tax (incl. earlier year tax)	105.97	57.29
Less:-Deferred Tax	0.19	(0.22)
Net Profit/Net Loss after Tax	269.50	149.99
Amount transferred to General Reserve	0	0
Balance carried to Balance Sheet	269.50	149.99
Earnings per share (Basic -Weighted Average)- Based on Current year Net profit	4.44	3.10
Earnings per Share(Diluted -Weighted Average) -Based on Current year Net profit	4.44	3.10

*In FY 2019-20 Final Dividend of Rs. 0.25 per share (For FY 2018-19) was declared and was distributed.

2. DIVIDEND

Your Directors have recommended a final dividend of Rs. 00.10/- per share (i.e. 01.00%) on Company's paid up equity share capital comprising of 79, 95, 850 number of equity shares of Rs. 10/- each.

3. OPERATIONAL HIGHLIGHTS

Your Company is engaged in the business segment i.e. Trading in Dyes, Chemical and allied products. There has been no change in the business of the Company during the financial year ended 31st March, 2020. The Board of Directors would like to mention that the Company's operations were stopped substantially from 17th March 2020 till the 1 week of May 2020 due to nationwide lockdown. Corporate offices, regional offices, retail Operations, imports and exports, etc.; were substantially reduced during the period and the company was able to get only very marginal sales through executing some advance sales orders. Company has also adopted online brochure based promotion; which help customers to choose the ideal product from their home itself.

The highlights of the Company's performance are as under:-

- Due to COVID-19 outbreak total revenue of your co. is decreased to Rs. 13291.74 Lacs (Out of which Gross turnover from Business operations of Rs. 13260.49 Lacs) recorded for the financial year 2019-20 from Last year Revenue which was 17596.98 Lacs (Out of which Gross turnover from Business operations was Rs. 17586.68 Lacs); though inspite of decrease in revenue; your company see better future possibilities despite of prevailing market slow-down, volatile raw material prices and increased logistics cost and same have been seen on basis of good market approach, usage of company's products in many important industries and loyal customers.
- The financial statements for the year ended on 31st March, 2020 show the profit of Rs.269.50 Lacs in FY 2019-20 as compared to Rs. 149.98 Lacs last year; this commendable growth of 44.35% (YOY) this commendable growth in profits is recorded inspite of increasing overhead costs and decreased sale due to pandemic outbreak.

4. SHARES AND SHARE CAPITAL

At present, the Company has only one class of share – Equity shares of face value of Rs. 10 each. The authorized share capital of the company is **Rs. 9,00,00,000/- divided into 90,00,000 equity shares of Rs.10 each**. The paid up share capital of the company is **Rs. 7,99,58,500/- divided into 79,95,850 equity shares of Rs. 10 each**. The Company had raised fund **through Preferential Issue(19, 98,000 equity shares) in FY 2019-20** and the equity shares of the Company are now listed on SME platform of BSE Limited.

Also, during the Financial Year 2019-20; there were

- ❖ No BUY BACK of Equity Shares.
- ❖ No Employee Stock Option Plan was passed.
- ❖ There no Bonus Shares issued.
- ❖ No Further public offer.
- ❖ Fresh Issue of Equity Shares by way of preferential allotment- During the year the company has listed its equity shares through a preferential allotment dated 18.03.2020 of 19,98,000 equity shares at Rs. 50 each (including Face Value- Rs.10, Premium-Rs. 40. The amount realized from such issue amounted to Rs. 9.99 Crores)

5. IPO FUND UTILISATION:

The amount raised in IPO in previous FY 2018-19 has been fully utilized for the specified purposes.

6. CREDIT FACILITIES:

The Company has been optimally utilizing its fund based and non fund based working capital requirements as tied up with ICICI BANK and AXIS BANK respectively. The Company was comfortable in meeting its financial requirements from both the banks. Effective financial measures have been continued to reduce cost of interest and bank charges.

7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

There is no amount outstanding to be transferred as unclaimed dividend to investor education and protection fund.

8. MATERIAL EVENTS OCCURING AFTER BALANCE SHEET DATE:

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the financial statement relate and the date of the Board Report.

9. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:

No significant and material orders were passed by the regulators or courts or tribunals which may have impact on the going concern status and future operation of the Company.

10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished as under:

(A) Conservation of energy:

Steps taken / impact on conservation of energy, with special reference to the following:

Steps taken by the company for utilizing alternate sources of energy including waste generated : NIL

(B) Technology absorption:

1. Efforts in brief, made towards technology absorption. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.

The Company has not entered into any technology based ventures during the year under review. However the Company aims for digitization of processes of purchase, sales, marketing and other operations over next year and gradual increase in manpower, facilities and office workspace.

2. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:

The Company has not imported any technology and hence not applicable.

3. Expenditure incurred on Research and Development:

The Company has not incurred any expenditure on research and development.

(C) Foreign exchange earnings and Outgo (Rupees in Lakhs):

	2019-20	2018-19
Earnings	0	0
Outgo	7962.85	12511.88

11. RISK MANAGEMENT:

The Company has framed a sound Risk Management Policy to identify and evaluate business risks and opportunities and the same has become integral part of Company's day to day operations. The key business risks identified by the Company are as follows viz. Industry Risk, Management and Operations Risk, Market Risk, Government Policy risk, Liquidity risk, and Systems risk. The Company has in place adequate mitigation plans for the aforesaid risks.

12. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The provisions of Section 135 of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2013 is not applicable to the Company.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence furnishing of above information is not applicable.

14. RELATED PARTY TRANSACTIONS:

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Board Meeting as per the omnibus approval of Audit Committee and the particulars of contracts entered during the year as per Form AOC-2 is enclosed as Annexure.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules there under and the Listing Regulations. This Policy has been uploaded on the website of the Company at [HTTP://WWW.SRDYECHEM.COM/INVESTOR-RELATIONS.ASP](http://www.srdyechem.com/investor-relations.asp).

15. DIRECTORS / KEY MANAGERIAL PERSONNEL:

There has been change in the constitution of Board during the year under 2019-20. During the Period Mr. ADITYA SONI (08590851) appointed as ADDITIONAL DIRECTOR (INDEPENDENT) of the company on the date of 26/10/2019.

The details of management are given in the Corporate Governance Details.

In view of the applicable provisions of the Companies Act, 2013, the Company is not mandatorily required to appoint any whole time KMPs.:

NAME	DATE OF APPOINTMENT/ CHANGE IN DESIGNATION	CURRENT DESIGNATION
<u>HIMANSHU JAIN</u>	29/07/2019 (resignation)	None
<u>ADITYA SONI</u>	26/10/2019 (appointed)	INDEPENDENT DIRECTOR (ADDITIONAL)

❖ BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration.

❖ REMUNERATION POLICY:

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for Determining, Qualifications, Positive Attributes and Independence of a Director and also a Policy for remuneration of Directors, Key managerial Personnel and senior management. The details of criteria laid down and the Remuneration Policy are given in the Corporate Governance Report.

❖ MEETINGS:

During the year **Six Board Meetings, One extra-ordinary meeting, Annual General Meeting, Five Audit Committee Meetings, 2 Nomination and Remuneration Committee and One Independent director's Meeting** were convened and held. The details are given in the Corporate Governance Details. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The required particulars of various Committee Meetings held during the year are stated in the Corporate Governance Details.

❖ DECLARATION OF INDEPENDENT DIRECTORS:

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the

provisions of the Companies Act, 2013 and the relevant rules. All Independent directors of the company are registered on IICA Independent Director database.

16. AUDIT COMMITTEE AND VIGIL MECHANISM:

The composition and other particulars of Audit Committee are provided in the Corporate Governance Details, attached herewith. In pursuance of the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

17. DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board hereby submits its responsibility Statement: –

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate 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 directors have prepared the annual accounts on a going concern basis; and
- (e) the directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. ANNUAL RETURN:

Extract of Annual Return of Company pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 has been placed at website of the Company with effect from date of Annual General notice dispatch. Weblink of the same is as [HTTP://WWW.SRDYECHEM.COM/INVESTOR-RELATIONS.ASP](http://www.srdyechem.com/investor-relations.asp).

19. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any Subsidiary, Joint venture or Associate Company.

20. DEPOSITS:

The Company has neither accepted nor renewed any deposits during the year under review.

21. AUDITORS**❖ STATUTORY AUDITOR**

The Company's Auditors **M/s Alok Palod & Company, Chartered Accountants**, are Auditors of the Company; were appointed in last AGM; to hold the office until conclusion of the Annual General Meeting to be held in year 2023.

❖ SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Company has appointed CS Sanjana Jain, a Practicing Company Secretary to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as "Annexure".

❖ INTERNAL AUDITOR

In pursuant to Section 138 of the Companies Act, 2013; the company has appointed M/s Laxman Kumar & Associates, Chartered Accountants, Bhilwara; as Internal Auditor of the Company.

22. OBSERVATIONS AND REMARKS OF AUDITOR:

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

23. CORPORATE GOVERNANCE :

Provisions relating to Corporate Governance Report under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to SME listed Company. However, as a better corporate practice, a separate Section on Corporate Governance has been annexed.

24. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report is appended as Annexure to this Report.

25. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION OF, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place a Sexual harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. All women employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints for sexual harassment were received during the year.

26. COST AUDIT:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, cost audit and maintenance of cost records is not applicable to the Company for the Financial Year 2019-20.

27. COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS :

The Company has complied with the provisions of Secretarial Standards (I & II) issued by the Institute of Company Secretaries of India and approved by the Central Government under section 118(10) of the Companies Act, 2013.

28. HUMAN RESOURCES:

During the period under review, the personal and industrial relations with the employees remained cordial in all respects. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The Company recognizes talent and has judiciously followed the principle of rewarding performance.



29. ACKNOWLEDGEMENTS:

Your Directors place on record their sincere thanks to the company's customers, employees, bankers, investors, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review.

Your Directors also acknowledges gratefully the support and confidence reposed by each and every member of Srdyechem Family.

**For and on behalf of the Board of Directors of
SHANKAR LAL RAMPAL DYE-CHEM LIMITED**

**PLACE-BHILWARA
DATE-05/08/2020**

Sd/-
**RAMPAL INANI
MANAGING DIRECTOR**

Annexure-I

Management Analysis and Discussion Report

1. INDUSTRY STRUCTURE & DEVELOPMENTS:

Dye-Chemical Industry

India is a strong global dye supplier, accounting for approximately 16% of the world production of dyestuff and dye intermediates. Chemicals industry in India has been de-licensed except for few hazardous chemicals. Chemicals industry in India is highly diversified, covering more than 80,000 commercial products. It is broadly classified into Basic chemicals, Specialty chemicals, and Agrochemicals. Indian chemicals industry (excluding pharmaceutical products) ranks 14th in exports globally. Indian chemical industry employs more than 2 million people. The Indian industry has fared better and company growth rates have been in higher single digits as relatively stronger domestic consumption has ensured that Indian chemical companies enjoyed better growth compared to their global peers. The chemical industry in India is a key constituent of Indian economy, accounting for about 2.11 per cent of the GDP. With just a couple exceptions, outlooks for key chemical markets are equally bright.

OPPORTUNITIES & THREATS:

Your Company has been continuously striving to keep its costs to minimum possible to aggressively compete with Indian & global competitors. Moreover, slowly India is getting competitive with respect to global manufacturers, as global environmental rules are becoming stringent like that of India. The lockdowns and restrictions imposed on various business operations due to COVID 19 pandemic have created several obstacles in day to day activities of the company. As stated earlier, retail facilities were shut down entirely during the lockdown phase as the company was not part of Government denominated essential services.

Corporate and regional offices were also shut, but the Company adopted the work from home policy during the entire duration of the lockdown. And In the very initial stage of this pandemic outbreak; the top level management suo-motu decided to make arrangements for sanitization, thermal screening, use of masks, staggered working and lunch schedules for whole staff members and customers. The company also offer specialty performance chemicals to the Sanitization, Textile Dyeing and printing industry. The Trading facility of the company is situated at Bhilwara (Rajasthan), Mumbai (Maharashtra), Delhi. The facility is spread over 3states. The company is an ISO 9001:2015 and ISO 14001:2015 certified

company certifying the quality of the product your company manufactures. Beside Trading of numerous types of Dyes and chemical products, Our Company has large number of products and offers an entire range of specialty chemicals used in Sanitization based products, Textiles & Garments processing.

2. RISKS AND CONCERNS:

1. **Manufacturing Facility Not available** - Although the company is deal in variety of color shades in dyes, but as presently we don't have manufacturing facility. This restricts us to cater wider category of customers and competition. However, going forward our company would intend to expand its portfolio to develop and established manufacturing plant in future.
2. **Dependent on third party suppliers** - Our company deal in Dye and chemical intermediates from third party producers. It does not have its own manufacturing facility for producing intermediates and hence is largely dependent on third parties. In the past, company has faced cost issues owing to higher prices of intermediates charged by them, we are prone to such threats by them. However, the relationship and the volume of business we generate for them somehow mitigates this weakness of us.
3. **Increasing competition** - Dye and chemical industry is highly competitive, facing stiff competition from both organized and unorganized player. Our company faces tough competition from them in terms of pricing and customer base. Also, there are always the chances of new players entering this sector since barriers to entry are low. Further, there is contingency on how long benefit accruing due to China may be enjoyed. There may be turnaround in China's dye and chemical industry which possess huge threat to Indian market. However, our company has been successful enough to compete with them with increasing market share.
4. **Extreme volatility of exchange rate of rupee against US dollar** can have significant impact on the Company's operations because company has substantial imports. Any major change in Environment Policy by Government can affect the production on short term basis.
5. **Impact of COVID-19 outbreak**- The Company is predominantly dependent on trading operations and company also deals with Export orders.

There is subsequent impact seen on sale with a reduction in almost 7% of monthly sale of the products and exports. The sale which was executed during the Lock down period were mostly execution of advance sale orders.

The drop in sales is also expected to impact the profitability in the near term. The exact impact of this pandemic can't be estimated at this point of time but the company expect a substantiate increase in purchase price, material handling, transportation and the same will significantly increase the inventory cost.

3. SEGMENT WISE PERFORMANCE:

In FY 2019-20, around 100% of total sales of the company came from domestic sales of dye and chemical stuff in India. Your Company sold The company mainly got good demand for Sulphur Dyes and Chemicals, Hydrogen Peroxide, Sodium Bi Carbonate, Sodium Meta Bi Sulphite, Soda Ash Light, Linear Alkyl Benzene Sulphonic Acid, etc.

4. BUSINESS OUTLOOK:

Your Company has progressively leveraged product quality assurance and good trade practices to trade in higher value products, expanding capacities to optimal scale. The Company has placed a greater focus on better value added chemical storage and delivering process. Comparative low labour costs, excellent army of technical manpower, capabilities to scale up technologies, potential to increase share in undeveloped domestic and global markets shall empower your company's Speciality Chemicals growth.

The company has recently issued shares to equity shareholders on preferential basis in March, 2020 just prior to pandemic outbreak; so company is in a comfortable position in view of capital adequacy. Also, Bankers and lenders of the company have provided adequate Bank and O/d limit that will help to meet out working capital requirements.

In view of financial year 2019-20; the company expect a strong position in regards of solvency, liquidity and overall financial outlook of the company.

Several Sanitization chemical in which company and its group firms deal in; will surely provides an opportunity in near quarter and the products will definitely help society and industry to mitigate the risk of virus outburst.

Before the COVID-19 pandemic outbreak, the Company embarked upon a proper online payment facility at all its regional offices. This initiative will help company to reduce customer visit to the business place. Company has also adopted online brochure based promotion; which help customers to choose the ideal product from their home itself.

Company has planned several measures to mitigate risk of increase in inventory cost, material handling charges and for reducing risk of bad debts.

The company is having good solvency position and a viable outlook to pay its long term and short term debts and other finance cost. The company continues a good financial discipline by timely payment of interest and its liabilities.

With the increase of government support and initiatives to promote Micro, Small and Medium Enterprises through investments, tax benefits, subsidies etc. will help the industry to grow over the coming years. In this year your Company came up with Public Issue and utilised the fund to meet the working capital requirement. The Company always strives to cater to the customized demand and main focus is to cater the need of the Textile and Garments Industry, Dyes Industry, Pigments Industry and your company has achieved target revenues with high level of customer satisfaction. With very robust demand for company's products, Company has potential for adding capacities in coming period.

5. INTERNAL CONTROL SYSTEM:

Your Company has sound and adequate internal control systems commensurate with its size and nature of business. We constantly upgrade our systems for incremental improvements. The Audit Committee of the Board periodically reviews these systems. These systems ensure protection of assets and proper recording of transactions and timely reporting. Internal audit is conducted out by an independent professional firm on regular basis. The Audit Committee also regularly reviews the periodic reports of the Statutory Auditors, Internal Auditors and Accounts departments. The Company has trained the staff in order to upgrade with the recent changes in the taxation like GST. Audit Committee constantly tries to add value by evaluating existing systems.

6. FINANCIAL PERFORMANCE OVERVIEW:

Your Company has grown progressively on year-to-year basis through addition of new products as well as continuous upgradation and optimisation of its trading facilities. The Company has a healthy turnover and profit track record and has a robust outlook for the future. Despite of slow global economic recovery, global issues faced due to pandemic outbreak and nation-wide challenging environment in Dye-chemical and allied Sector, it was only with aggressive strategies on various fronts and with proper utilization of all available facilities by the directors of the company.

7. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

Human capital has always been the most important and valuable asset for the Company. Your Company continued its activities during the year in a cordial atmosphere with utmost co-operation amongst employees and the management. As of the date of the report, the total number of the employees of Company is 9. The management is committed to promote safety, occupational health and proper environment in designing, planning, training and completion of all tasks. Trainings are imparted to workmen in various new techniques and systems.

For and on behalf of the Board of Directors of
SHANKAR LAL RAMPAL DYE-CHEM LIMITED

Sd/-

PLACE-BHILWARA
DATE-05/08/2020

RAMPAL INANI
MANAGING DIRECTOR



CS SANJANA JAIN

M.Com. PGDFM, FCS

409-A, Vijay Singh Pathik Nagar, Bhilwara-311001
01482-256311(O) 94130-58179 (M)
e-mail : guniya123@rediffmail.com

Annexure-II

MR-3

Secretarial Audit Report

(For the Financial year ended on 31st March, 2020)

[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,
SHANKAR LAL RAMPAL DYE-CHEM LIMITED
SG-2730, SUWANA,
BHILWARA-311001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by SHANKAR LAL RAMPAL DYE-CHEM LIMITED (hereinafter called "the Company").

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

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2020, according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under.
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings-**Not applicable on the company.**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').

A. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

B. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

C. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

D. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. - **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, 2011 regarding the Companies Act and dealing with client.

G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. – Not Applicable to the Company during the Audit Period. and

H. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. – Not Applicable to the Company during the Audit Period.

Other Statutory Acts and laws related to Factories Act, Pollution Laws, PF/ESI, etc. are not applicable as it is a SME and trading Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that:

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least 7 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.



During the Audit period, all the decisions were taken by the Board of Directors or Committee of the Board without any dissent by any of the Directors of the Company as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

DATE-03/08/2020
PLACE-BHILWARA
UDIN- F008688B000546821

FOR CS SANJANA JAIN
(Company Secretaries)

Sd/-

CS Sanjana Jain
COP-7217
M. No.- 8688



CS SANJANA JAIN

M.Com. PGDFM, FCS

409-A, Vijay Singh Pathik Nagar, Bhilwara-311001

01482-256311(O)

94130-58179 (M)

e-mail : guniya123@rediffmail.com

Annexure to Secretarial Audit Report

To,
The Members,
SHANKAR LAL RAMPAL DYE-CHEM LIMITED
SG-2730, SUWANA,
BHILWARA-311001

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

DATE-03/08/2020
PLACE-BHILWARA
UDIN- F008688B000546821

FOR CS SANJANA JAIN
(Company Secretaries)

Sd/-
CS Sanjana Jain
COP-7217
M. No.- 8688

Annexure-III

CORPORATE GOVERNANCE DETAILS

1. Company's Philosophy on Code of Governance:

Company's corporate governance details are suo-moto disclosure by the company regarding various management and administration related issues. In addition, it incorporates several practices aimed at a high level of business ethics, effective supervision and enhancement of value for all stakeholders. The Board lays emphasis on integrity and accountability.

2. Board of Directors:

(a) Composition & Category of Directors

Your Company has 5 Executive Directors (including Managing Director and 4 Whole Time Directors) and 5 Non Executive Independent Directors (including one women independent director & one independent Additional Director).

Mr. Rampal Inani is Managing Director of the Company.

(b) Number of Board Meetings held, dates on which held and Attendance of Director at the Board Meetings and the last Annual General Meeting :

1. Board Meetings held during the Year- 6

Date of Meeting	Total Strength of Board	Quorum
29/05/2019	10	8
24/07/2019	10	8
26/10/2019	9	5
14/11/2019	10	6
30/01/2020	10	9
18/03/2020	10	6

2. Attendance of Directors at Board Meeting and AGM:

NAME	No. of Board Meeting held during tenure	No. of Board Meeting Attended	Whether attended Annual General Meeting - 30/08/2019
RAMPAL INANI	6	6	Yes
DINESH CHANDRA INANI	5	6	Yes
JAGDISH CHANDRA INANI	5	6	Yes
VINOD KUMAR INANI	4	6	Yes
SUSHEEL KUMAR INANI	5	6	Yes
ANIL KUMAR KABRA	4	6	Yes
MURLI ATAL	4	6	Yes
APOORVA MAHESHWARI	3	6	Yes
HARSH KABRA	3	6	Yes
HIMANSHU JAIN	1	2	NA
ADITYA SONI	2	3	NA

C) Number of other Boards or Board Committees in which the Director is a Director /Member /Chairperson :

Your Board of Directors are wholly engaged in serving your company. There no other company in which any of your Director is holding any such position.

3. Audit Committee

1. Terms of Reference-

The terms of reference of this Committee include matters mandated in the Listing Regulations and Companies Act, 2013.

2. Composition of Audit Committee and details of the Members participation at the meetings of the committee are as under-

<u>Name of the Director</u>	<u>Status</u>	<u>Nature of Directorship</u>
Anil Kumar Kabra	Chairman	Independent Director
Murli Atal	Member	Independent Director
Himanshu Jain	Member(resigned)	Independent Director
Susheel Kumar Inani	Member	Whole Time Director

The following 5 meetings were held during the financial year 2019-20-

<u>Date of Meeting</u>	<u>Number of Member</u>	<u>Total Attendance</u>
15-04-19	4	4
17-07-19	4	3
25-09-19	4	2
07-11-19	3	3
16-01-20	3	2

4. Nomination and Remuneration

a. Composition of Nomination and Remuneration Committee and details of the Members participation at the meetings of the committee are as under-

<u>Name of the Director</u>	<u>Status</u>	<u>Nature of Directorship</u>
Apoorva Maheshwari	Chairman	Independent Director
Harsh Kabra	Member	Independent Director
Anil Kumar Kabra	Member	Independent Director

The following 2 meetings were held during the financial year 2019-20-

<u>Date of Meeting</u>	<u>Number of Member</u>	<u>Total Attendance</u>
14/05/2019	3	2
21/10/2019	3	3

b. Remuneration Policy-

Remuneration policy of the company is hosted on website of the company. (<http://www.srdyechem.com/investor-relations.asp>)

5. Meeting of Independent Directors:

A separate meeting of Independent Directors was held on February 11th, 2019 (without attendance of Non Independent Director(s)).

6. General Meetings of the Company

1. Annual General Meetings of Last 3 years-

S.No.	Date	For the Financial Year	Address
1	30-09-2017	2016-17	SG-2730, Suwana, Bhilwara-311001, Rajasthan
2	15-09-2018	2017-18	SG-2730, Suwana, Bhilwara-311001, Rajasthan
3	30-08-2019	2018-19	SG-2730, Suwana, Bhilwara-311001, Rajasthan

2.Extra-Ordinary General Meetings during the year-

S.No.	Date	Address	Ordinary/Special Resolutions (O.R./S.R.)
1	29.02.2020	SG-2730, Suwana, Bhilwara-311001, Rajasthan	1. INCREASE IN AUTHORISED SHARE CAPITAL (to Rs. 9.00 Crore)-O.R. 2. APPROVAL TO ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS-S.R.

7. Details in terms of sub section 12 of Section 197 of the companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

a) Ratio of Remuneration of each Director to the median employees' remuneration for the FY 2019-20 and Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the FY 2019-20:

Name of Director/KMP	Designation	Remuneration (Rs. In Lacs)	Ratio	Percentage Increase during the year
Himanshu Jain	Non Exe. Independent Director (Resigned)	0.015	0.01:1	100%
Aditya Soni	Non Exe. Independent Director	0.015	0.01:1	100%
Harsh Kabra	Non Exe. Independent Director	0.035	0.01:1	100%
Apoorva Maheshwari	Non Exe. Independent Director	0.040	0.01:1	100%
Murli Atal	Non Exe. Independent Director	0.050	0.01:1	100%
Anil Kumar Kabra	Non Exe. Independent Director	0.060	0.01:1	100%
Aditi Babel	Company Secretary & Compliance Officer	1.77	0.07:1	207%
RAMPAL INANI	Managing Director	42.00	1.56:1	20%
JAGDISH CHANDRA INANI	Whole Time Director	42.00	1.56:1	20%
DINESH CHANDRA INANI	Whole Time Director	42.00	1.56:1	20%
VINOD KUMAR INANI	Whole Time Director	42.00	1.56:1	20%
SUSHEEL KUMAR INANI	Whole Time Director & CFO	42.00	1.56:1	20%

Note: Executive Director(Whole Time director) are paid remuneration and Independent director are only paid sitting fees for meetings they attend.

b) **the percentage increase in the median remuneration of employees in the financial year: current FY 2019-20 median remuneration is Rs. 27 Lacs and previous FY (2018-19)'s median remuneration was Rs. 24 Lacs; there have been an increase of 12.5% as compared to previous financial year.**

c) **the number of permanent employees on the rolls of company:** there are 9 permanent employees of the company on rolls in middle and lower

d) **average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration-**

the average percentile increase of all employees is as per plan sanctioned by Nomination committee in consideration with policy in this regard.

Independent Director- have taken sitting fees for period under review.

Whole Time Director- remuneration was sanctioned as per Board Resolution dated 15.03.2020

Company Secretary and Compliance Office- Remuneration is increased in pursuance to remuneration policy and company secretary was appointed in July, 2018 and hence in last year comparatively less remuneration was paid based on date of joining.

e) **The remuneration is as per Remuneration policy of the company.**

**8. General Information to the share holder-**

S.No.	Particulars	Details
1.	Date of Book Closure	From: 22/08/2020 To: 31/08/2020
2.	Record Date for Dividend	21/08/2020
3.	Dividend Payment Date	Within 30 days , if declared at Annual General Meeting
4.	Listing on Stock Exchange	ISIN(for NSDL/CDSL)- INE01NE01012 BSE SYMBOL-SRD SCRIP CODE-542232
5.	Registrar and Share Transfer Agent	Cameo Corporate Services Ltd, Subramanian Building, 1, Club House Road,Chennai,Tamil Nadu, 600002 TEL- 044 - 28460425 FAX- 044 - 28460129 EMAIL AT- RDR@CAMEOINDIA.COM Website- WWW.CAMEOINDIA.COM
6.	Share Transfer System	All share transfer request is processed by RTA of the Company.
7.	Dematerialization of Shares and Liquidity	All Equity Shares of the Company are in dematerialized form.

Annexure-IV

AOC-2

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

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

Sl No.	Particulars	Amount (₹)
1	Details of contracts or arrangements or transactions not at arm's length basis	NIL
(a)	Name(s) of the related party and nature of relationship	
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	date(s) of approval by the Board	
(g)	Amount paid as advances, if any:	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	
2	Details of material contracts or arrangement or transactions at arm's length basis	MENTIONED BELOW

	s.no	1	2	3	4	5	6	7	8	9	10
(a)	Name(s) of the related party	RAMPAL INANI	DINESH CHANDRA INANI	RAHUL INANI	AYUSHI INANI	GANGA DEVI INANI	INANI CHEMICALS	KIRAN INANI	OASIS CAPITAL PRIVATE LIMITED	MEENA INANI	CHHAVI INANI
	Nature of relationship	DIRECTOR	DIRECTOR	DIRECTOR'S SON	DIRECTOR'S DAUGHTER IN LAW	DIRECTOR,S MOTHER	DIRECTOR IS PROPRIETOR	DIRECTOR'S SPOUSE	DIRECTOR'S WIFE IS DIRECTOR IN THE COMPANY	DIRECTOR'S SPOUSE	DIRECTOR'S DAUGHTER
(b)	Nature of contracts/arrangements/transactions	MANAGERIAL REMUNERATION, INTEREST PAID ON UNSECURED LOAN & SITTING FEE	MANAGERIAL REMUNERATION, INTEREST PAID ON UNSECURED LOAN & SITTING FEE	SALARY AND INTEREST ON UNSECURED LOAN	SALARY AND INTEREST ON UNSECURED LOAN	RENT AND INTEREST ON UNSECURED LOAN	PURCHASE	SALARY AND INTEREST PAID ON UNSECURED LOAN	COMMISSION AND INTEREST ON UNSECURED LOAN	SALARY AND INTEREST PAID ON UNSECURED LOAN	INTEREST ON UNSECURED LOAN
(c)	Duration of the contracts/arrangements/transactions	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	REMUNERATION-4200000 INTEREST PAID ON LOAN-936314 SITTING FEE-4000	REMUNERATION-4200000 INTEREST PAID ON LOAN-1280782 SITTING FEE-3500	SALARY-2880000 INTEREST PAID ON LOAN-1223528	INTEREST PAID ON LOAN-641335	RENT-960000 INTEREST PAID ON LOAN-784929	PURCHASE-187043	INTEREST PAID-584461 SALARY-2700000	COMMISSION-5089104 INTEREST PAID-5363000	INTEREST PAID-169125 SALARY-2700000	INTEREST PAID-426038
(e)	Date(s) of approval by the Board, if any:	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 15/04/2019 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 15/04/2019 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 15/04/2019 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 15/04/2019 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 15/04/2019 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 15/04/2019 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 15/04/2019 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 15/04/2019 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 15/04/2019 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 15/04/2019 (Audit Committee Meeting)
(f)	Amount paid as advances, if any:	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

to be continued...

	s.no.	11	12	13	14	15	16
(a)	Name(s) of the related party	SUSHEEL KUMAR INANI	USHA INANI	JAGDISH CHANDRA INANI	VINOD KUMAR INANI	SHEELU INANI	MAMTA INANI
	Nature of relationship	DIRECTOR	DIRECTOR'S SPOUSE	DIRECTOR	DIRECTOR	DIRECTOR'S SPOUSE	DIRECTOR'S SPOUSE
(b)	Nature of contracts/arrangements/transactions	MANAGERIAL REMUNERATION, INTEREST PAID ON UNSECURED LOAN & SITTING FEE	SALARY AND INTEREST PAID ON UNSECURED LOAN	MANAGERIAL REMUNERATION, INTEREST PAID ON UNSECURED LOAN & SITTING FEE	MANAGERIAL REMUNERATION, INTEREST PAID ON UNSECURED LOAN & SITTING FEE	SALARY AND INTEREST PAID ON UNSECURED LOAN	SALARY AND INTEREST PAID ON UNSECURED LOAN
(c)	Duration of the contracts/arrangements/transactions	NA	NA	NA	NA	NA	NA
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	REMUNERATION-4200000 INTEREST PAID ON LOAN-1070968 SITTING FEE-6000	INTEREST PAID-845619 SALARY-2700000	REMUNERATION-4200000 INTEREST PAID ON LOAN-697979 SITTING FEE-3500	REMUNERATION-4200000 INTEREST PAID ON LOAN-1531239 SITTING FEE-3000	INTEREST PAID-1315184 SALARY-2700000	INTEREST PAID-494873 SALARY-2700000
(e)	Date(s) of approval by the Board, if any:	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 15/04/2019 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 15/04/2019 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 15/04/2019 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 15/04/2019 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 15/04/2019 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 15/04/2019 (Audit Committee Meeting)
(f)	Amount paid as advances, if any:	NA	NA	NA	NA	NA	NA



INDEPENDENT AUDITORS' REPORT

**To the Members of
ShankarLalRampal Dye Chem Limited
(Formerly known as ShankarlalRampal Dye chem. Pvt. Ltd.)**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying financial statements of SHANKAR LAL RAM PAL DYE CHEM LIMITED, (Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED), ('the Company'), which comprise the Balance Sheet as at 31st March, 2020, the Profit and Loss Statement, and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, 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 financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the standalone 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.



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1. Valuation of Inventories

- The net carrying value of inventory as on 31st March, 2020 was Rs. 4,16,71,717 which is 6.97% of Total Assets of the company.
- Sales in the industry can be extremely volatile with consumer demand changing significantly (Seasonal) based on current trends. As a result, there is a risk that the carrying value of inventory exceeds its net realisable value.

Hence, we determined the valuation of inventories as a key audit matter.

Related Disclosures:

Please refer to Note- 4 for details of the accounting policies of inventories and Point-ii for relevant disclosures of inventories of the independent auditors report.

Our audit procedures for inventory verification included:

We have performed the Inventory physical stock count on sample basis. We performed inventory counts at location, which is selected based on financial significance and risk and we performed the following procedures at each site:

(i) Selected a sample of inventory items and compared the quantities we counted to the quantities recorded.

(ii) Observed a sample of management's inventory count procedures to assess compliance with Company's policy, and

(iii) Made inquiries regarding obsolete inventory items and inspected the condition of items counted.

- We have also evaluated a selection of controls over inventory existence across the company.
- Examining the Company's historical trading patterns of inventory sold at full price and inventory sold below full price, together with the related margins achieved for each product lines in order to gain comfort that stock has not been sold below cost.
- Evaluating the rationality of the inventory policies such as the policy of inventory valuation and provision for obsolescence and understanding whether the valuation of inventory was performed in accordance with the Company's policy.
- Analyzing the inventory aging report and net realizable value of inventories.



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	<ul style="list-style-type: none">• Inspecting the post period sales situation and evaluating the net realizable value of measurement applied on aging inventory in order to verify the evaluation accuracy of the estimated inventory allowance by the Company and• Assessing whether the disclosures of provision for inventory valuation are appropriate.
<p><u>2.Trade Receivables</u></p> <ul style="list-style-type: none">• The recoverability of trade receivables and the level of provisions for doubtful debts are considered to be a significant risk due to the pervasive nature of these balances to the financial statements, and the importance of cash collection with reference to the working capital management of the business.• At 31st March, 2020 the trade receivables balances (net of provisions) was Rs. 341573329 which consist of 57.06% of the total amount of assets. Since the Trade receivables constitute the substantial part of the assets of the company, they are determined as the key audit matters.	<p><u>Our Audit Procedure:-</u></p> <ul style="list-style-type: none">• Assessed the design and implementation of key controls around the monitoring of recoverability.• Discussed with the management regarding the level and ageing of trade receivables, along with the consistency and appropriateness of receivables provisioning by assessing recoverability with reference to amount received in respect of debtors.• In addition we have considered the company's previous experience of bad debt exposure and the individual counter-party credit risk.• Critically assessed the recoverability of overdue un-provided debt with reference to the historical levels of bad debt expense and credit profile of the counter-parties.• Tested these balances on a sample basis through agreement to post period end invoicing and cash receipt.• The accuracy and completeness was verified through, analytical reviews and balance confirmation.• Considered the consistency of judgments regarding the recoverability of trade receivables made year on year to consider whether there is evidence of management bias

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	<p>through discussion with management on their rationale.</p> <ul style="list-style-type: none">• Analyzing the aging schedule of accounts receivable, past collection records, industry boom and concentration of customers' credit risk.
<p><u>3. Revenue Recognition</u></p> <ul style="list-style-type: none">• Revenue is an important measure used to evaluate the performance of the Company. There is a risk that the revenue is presented for amounts higher than what has been actually generated by the Company. Consequently, we considered revenue recognition to be a significant key audit matter.	<p>Our audit procedures to assess revenue recognition include the following:</p> <ul style="list-style-type: none">• Assessing the design, implementation existence and operating effectiveness of internal control procedures implemented as well as test of details to ensure accurate processing of revenue transactions.• Inspecting underlying documentation for any book entries which were considered to be material on a sample basis.• Inspecting the key terms and conditions of agreements with major customers on a sample basis to assess if there were any terms and conditions that may have affected the accounting treatment of the revenue recognition.• The accuracy and completeness of revenue was verified through, cut-off test, analytical reviews and balance confirmation.



Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. The other information as identified above is expected to be made available to us after the date of this auditor's report.

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

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

When we read the other information as identified above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error



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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 responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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



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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 financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative 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 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 the Companies (Auditor's Report) Order, 2016("the order) issued by the Central Government in terms of Section 143(11) of the act, we give in "Annexure I" a statement on the matters specified in paragraph 3 and 4 of the Order

2) As required by section 143(3) of the Act, based on our audit we report:

(a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;

(b) In our opinion and to the best of our information and according to the explanations given to us, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;

(c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

(d) In our opinion, the aforesaid financial statements comply with the AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014

(e) On the basis of written representations received from the directors, as on March 31, 2020 and taken on record by the Board of Directors, none of the Directors are disqualified as on March 31, 2020, from being appointed as a director in terms of section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to Annexure 'II' to this report.

(g) With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



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- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts
- iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

For AlokPalod& Company.

Chartered Accountants

Firm Regn. No 018061C

Sd/-

ALOK PALOD

Partner

Membership No. 417729

UDIN-20417729AAAAP2869

Place: Bhilwara

Date: 31.07.2020



ANNEXURE 'I' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of ShankarLalRampal Dye Chem Limited of even date)

- i. In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets (Property, Plant & Equipment).
 - (b) The fixed assets (Property, Plant & Equipment) have been physically verified by the management at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) The title deeds of immovable properties are held in the name of company.
- ii. Physical verification of inventory has been conducted during the year at reasonable intervals by management. As informed to us no material discrepancies have been noticed on such verification.
- iii. The Company has not granted any loans, secured or unsecured to any companies, firms, limited liability partnership or other parties covered in register maintained under Section 189 of the Companies Act, 2013.
- iv. No loans have been given to parties covered under section 185 of the Companies Act, 2013. The company has not given any guarantee or provided any security to any party covered under section 185 or 186 of the Companies Act, 2013. In case of investments provisions of section 185 and 186 of the Companies Act 2013 has been complied.
- v. The company has not accepted deposits from the public within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules made there under, hence this clause is not applicable.
- vi. The Central Government has not prescribed the Maintenance of cost records under section 148(1) of the Act, for the turnover generated by the company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - (a) Undisputed statutory dues including provident fund, employee state insurance, income tax, GST, custom duty, cess and other statutory dues have generally been



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regularly deposited with the appropriate authorities and there are no undisputed dues outstanding as on 31st March 2020.

- (b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with appropriate authorities on account of any dispute.

- viii. Based on our verification, and according to the information and explanations given by the management, and also considering the relief/moratorium allowed by Reserve Bank of India pursuant to Covid-19 pandemic, the Company has not defaulted in the repayment of loans or borrowings to any banks and financial institutions. The Company did not have any loans or borrowing in respect of Government or dues to debenture holders during the year.

- ix. The Company has not raised any money by way of initial public offer or further public offer. According to the information and explanation given to us, the money raised by the company by way of term loans have been applied for the purpose for which they were obtained.

- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

- xiii. The Company has complied with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Accounting Standards.

- xiv. During the year, the Company has made preferential allotment of shares. In our opinion and according to the information and explanations given to us, the Company has complied with the requirement of section 42 of the Companies Act, 2013 and the amount raised has been used for the purpose for which the funds were raised.



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- xv. The Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Alok Palod & Company.

Chartered Accountants

Firm Regn. No 018061C

Sd/-

ALOK PALOD

Partner

Membership No. 417729

UDIN-20417729AAAAP2869

Place: Bhilwara

Date: 31.07.2020



Annexure “II” forming part of Independent Auditor’s Report

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

We have audited the internal financial controls with reference to financial statements of ShankarlalRampal Dye Chem Ltd. Limited (“the Company”) as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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



ALOK PALOD & CO.

CHARTERED ACCOUNTANTS

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to AS financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial controls with reference to financial statements, is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal financial controls with reference to AS financial statements

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to AS financial statements and such internal financial controls with reference to AS financial statements were operating effectively as at March 31, 2020, based on the internal

Shop No.3, Hare Krishna Tower, Rajendra Marg, Bhilwara-311001

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CHARTERED ACCOUNTANTS

financial controls with reference to AS financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For AlokPalod& Company.

Chartered Accountants

Firm Regn. No 018061C

Sd/-

ALOK PALOD

Partner

Membership No. 417729

UDIN-20417729AAAAP2869

Place: Bhilwara

Date: 31.07.2020

Shop No.3, Hare Krishna Tower, Rajendra Marg, Bhilwara-311001

☎: 01482-232328, 📞: 94132-94232

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SHANKAR LAL RAMPAL DYE CHEM LTD
(Formerly Known as- SHANKAR LAL RAMPAL DYE CHEM PVT.LTD.)

BALANCE SHEET AS AT 31st MARCH 2020

PARTICULARS	NOTE NO.	As At 31 st March, 2020	As At 31 st March, 2019
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share Capital	2.01	79958500	59978500
(b) Reserves and Surplus	2.02	342671024	237609023
		422629524	297587523
Non-current Liabilities			
(a) Long-term Borrowing	2.03	150336869	192475773
(b) Deferred Tax Liabilities (Net)	2.04	-	-
		150336869	192475773
Current Liabilities			
(a) Short-term Borrowings	2.05	9218615	55931469
(b) Trade Payables	2.06	12314496	16655548
(c) Other Current Liabilities	2.07	4003129	560749
(d) Short-term Provisions	2.08	-	-
		25536240	73147766
		598502632	563211061
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	2.09	6058679	3683124
(b) Deferred Tax Assets (Net)	2.04	18907	38379
		6077586	3721503
Current Assets			
(a) Inventories	2.10	41671717	103766047
(b) Trade Receivables	2.11	341573329	268825959
(c) Cash and Cash Equivalents	2.12	56499783	124972311
(d) Short-term Loans and Advances	2.13	152680217	61925241
		592425046	559489558
		598502632	563211061

Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 2.28 forming part of these financial statements.

IN TERMS OF OUR AUDIT REPORT OF EVEN DATE
FOR ALOK PALOD & COMPANY

Chartered Accountants
FRN - 018061C

(ALOK PALOD)
Partner

M. NO. 417729

UDIN- 20417729AAAAP2869

Dated: 31-07-2020

PLACE:- BHILWARA

For & on behalf of the Board

Rampal Inani
(RAMPAL INANI)
(MANAGING DIRECTOR)

Susheel Inani
(SUSHEEL KUMAR INANI)
(CFO/DIRECTOR)

Vinod Inani
(VINOD KUMAR INANI)
(DIRECTOR)

Aditi Babel
(COMPANY SECRETARY &
COMPLIANCE OFFICER)



SHANKAR LAL RAMPAL DYE CHEM LTD

(Formerly Known as- SHANKAR LAL RAMPAL DYE CHEM PVT.LTD.)

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2020

PARTICULARS	NOTE NO.	Current Year		Previous Year	
Revenue from operation	2.14	1326049023		1758683084	
Other income	2.15	3124556		1015227	
Total Revenue			1329173579		1759698311
Expenses:					
Purchases of Stock-in-Trade	2.16	1156408929		1636894195	
Changes in inventory	2.17	62094330		(4452490)	
Employee benefits expenses	2.18	38253000		31377100	
Finance costs	2.19	20374997		20847948	
Depreciation expense	2.20	434503		396039	
Other expenses	2.21	14041914		53930108	
Total Expenses			1291607672		1738992900
Profit before exceptional and extraordinary items and tax			37565907		20705411
Tax expense:					
(a) Current tax		10596751		5728913	
(b) Deferred tax		19473		(22481)	
			10616223		5706432
Profit after Tax			26949683		14998979
Earnings per equity share :	2.22				
(a) Basic			4.44		2.50
(b) Diluted			4.44		2.50

Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 2.28 forming part of these financial statements.

IN TERMS OF OUR AUDIT REPORT OF EVEN DATE
FOR ALOK PALOD & COMPANY
Chartered Accountants
FRN - 018061C

(ALOK PALOD)

Partner

M. NO. 417729

UDIN-20417729AAAAP2869

Place : Bhilwara

Dated: 31-07 2020

For & on behalf of the Board:

Rampal Inani
(RAMPAL INANI)
(MANAGING DIRECTOR)

Vinod Inani
(VINOD KUMAR INANI)
(DIRECTOR)

Susheel Inani
(SUSHEEL KUMAR INANI)
(CFO/DIRECTOR)

Aditi Babel
(ADITI BABEL)
(COMPANY SECRETARY & COMPLIANCE OFFICER)

Cash Flow Statement for the period ended 31st March 2020

Particulars	2019-20		2018-19	
	Details	Amount	Details	Amount
(A) Cash Flow From Operating Activities				
Net profit before tax as per P&L A/c		37565907		20705411
Adjustment for:				
Depreciation	434503		396039	
Loss on Sale of Fixed Assets	-		-	
Profit on Sales of Fixed Assets	(2541)		-	
Interest Paid	19869441	20301403	20432904	20828943
Operating Profit before working capital changes		57867310		41534354
Adjustment For				
Decrease/(Increase) in inventories	62094330		(4452490)	
Decrease/(Increase) in trade & other receivable	(72747370)		(44625229)	
Decrease/(Increase) in loans & advances	(90754976)		20999274	
Decrease/(Increase) in other current assets	-		-	
Increase/(Decrease) in trade payable	(4341052)		(56173888)	
Increase/(Decrease) in short term borrowings	(46712854)		21918476	
Increase/(Decrease) in short term Provision	-		-	
Increase/(Decrease) in other current liabilities	3442380	(149019542)	(4119239)	(66453096)
Cash generated from Operation		(91152232)		(24918742)
Income Tax paid		10596751		5728913
Net cash from Operating activities (A)		(101748983)		(30647655)
(B) Cash Flow From Investing Activities				
Purchase of Fixed Assets		(2903767)		(282854)
Decrease/(Increase) in CWIP		-		-
Sale of Fixed Assets		96249		-
Net Cash used in investing Activities (B)		(2807518)		(282854)
(C) Cash Flow From Financing Activities				
Proceeds from issue of share capital		19980000		16200000
Proceeds from share premium		79920000		56700000
Interest Paid		(19869441)		(20432904)
Increase/(Decrease) in Bank Borrowings		-		-
Increase/(Decrease) in Unsecured Loan		(42138904)		94191063
Dividend Paid		(1807682)		-
Net Cash From Financing Activities (C)		36083973		146658159
Net increase/ decrease in cash and cash equivalents (A+B+C)		(68472527)		115727650
Opening balance of cash & cash equivalents		124972311		9244662
Closing balance of cash & cash equivalents		56499783		124972311

FOR ALOK PALOD & COMPANY
Chartered Accountants
FRN - 018061C

(ALOK PALOD)
Partner

M. NO. 417729

UDIN: 20417729 AAAAAP 2869

PLACE : BHILWARA

Dated: 31-07-2020

In terms of our Audit Report of even date :
For & on behalf of the Board:

(RAMPAL INANI)
(MANAGING DIRECTOR)

(SUSHEEL KUMAR INANI)
(CFO/DIRECTOR)

(VINOD KUMAR INANI)
(DIRECTOR)

Aditi Babel
(COMPANY SECRETARY &
COMPLIANCE OFFICER)

OTHER DISCLOSURES

NOTE NO. 1 SIGNIFICANT ACCOUNTING POLICIES

1. System of accounting

The company adopts the accrual concept in preparation of the accounts. The assessee follows mercantile system of accounting. Accounting Policies have been framed and adopted based on the Generally Accepted Accounting Principles in India including Accounting Standards and Income Computation Disclosure Standards (ICDS) I to X issued by CBDT, wherever applicable.

2. Inflation

Assets and liabilities are recorded at historical cost. To the company, these costs are not adjusted to reflect the changing value in the purchasing power of money.

3. Property, Plant and Equipment

Property Plant and Equipment are capitalised at cost inclusive of direct installation erection and allied expenses.

4. Inventories

Inventories are valued at cost or net realisable value whichever is lower. Cost is measured on First in First Out basis. Sales in the industry can be extremely volatile with consumer demand changing significantly (Seasonal) based on current trends. As a result, there is a risk that the carrying value of inventory exceeds its net realisable value.

5. Depreciation

Depreciation on fixed assets is provided for on straight line method adopting Life prescribed by Schedule II of the Companies Act; 2013

6. Foreign Currency Transactions

Transactions denominated in Foreign Currencies are normally recorded at the exchange rate prevailing on the day of transaction.

7. Taxes on Income

Current tax is determined as the amount of tax payable to the Taxation Authorities in respect of taxable income for the year. Deferred tax is recognized, subject to consideration of prudence, in respect of deferred tax assets, on timing differences being difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years. In respect of unabsorbed depreciation / carry forward of losses under the tax laws, deferred tax assets are recognized only to the extent that there is virtual certainty that future taxable income will be available against which such deferred tax assets can be realized.

8. Employment Benefits

- i. Employee Benefit in the form of Provident Fund in pursuance of law is accounted on accrual basis and charged to Profit and Loss Statement for the year.
- ii. The Company is making provision for gratuity for employees when they completed 5 years of service.

9. Borrowing Costs

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

10. Impairment of Assets (AS-28)

The Company assessed potential generation of economic benefits from its business units and is of the view that assets employed in continuing businesses are capable of generating adequate returns over their useful lives in the usual course of business, there is no indication to the contrary and accordingly the management is of the view that no impairment provision is called for in these accounts

11. Segment Reporting (AS-17)

The Company is engaged in Trading in Dyes & Chemicals. Hence there are no separate business segments.

12. Others

Except where stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.



SHANKAR LAL RAMPAL DYE CHEM LTD

(Formerly Known as- SHANKAR LAL RAMPAL DYE CHEM PVT.LTD.)

(Amount in INR)			
	As At 31st March, 2020		As At 31st March, 2019
NOTE"2.01" SHARE CAPITAL			
AUTHORISED:			
8000000 Equity Shares of Rs. 10/-each		80000000	65000000
(6500000 Equity shares of Rs 10/- each in previous year)		80000000	65000000
ISSUED SUBSCRIBED & PAID UP:			
7995850 Equity Shares of Rs. 10/-each		79958500	59978500
(5997850 Equity Shares of Rs 10/-each in previous year)			
		79958500	59978500

Reconciliation of No. of Equity shares issued by the company :-

Particulars	As At 31st March, 2020 Of Rs. 10	As At 31st March, 2019 Of Rs. 10
At the beginning of the year	5997850	4377850
Issued During the year	1998000	1620000
Redeemed/bought back during the year		
At the end of the year	7995850	5997850

2.01.1 Rights, preference and restrictions to the Shareholders :-

2.01.1 Equity Shares

All Equity Shareholders are having right to get dividend in proportion to the paid up value of each equity shares as and when declared. No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of company in respect of any voting rights either personally or proxy at any meeting of payable by him have been paid or in regard to which the company has, and has exercised any right of lien.

Details of Shareholders holding more than 5% of Equity Shares issued by the company

Name of Shareholder	As At 31st March, 2020		As At 31st March, 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
OASIS CAPITAL P. LTD	859095	10.74%	859095	14.32%
Classic Prime Home Care Pvt Ltd	653700	8.18%	653700	10.90%
DINESH CHANDRA INANI	401000	5.02%	-	-
SUSHEEL KUMAR INANI	530495	6.63%	392495	6.54%
VINOD KUMAR INANI	478900	5.99%	394900	6.58%
JAGDISH CHANDRA INANI	460210	5.76%	334210	5.57%

	As At 31st March, 2020		As At 31st March, 2019	
NOTE NO. '2.02' RESERVES AND SURPLUS				
Securities Premium Account				
Opening balance	206732639		150032639	
Add : Received During the year	79920000	286652639	56700000	206732639
Surplus				
Opening Balance	30876384		15877405	30876384
Add : Profit for the year	26949683	56018385	14998979	
Less : Dividend Distribution/Dividend Distribution Tax	1807682			
		342671024		237609023

SHANKAR LAL RAMPAL DYE CHEM LTD

(Formerly Known as- SHANKAR LAL RAMPAL DYE CHEM PVT.LTD.)

	As At 31st March, 2020	As At 31st March, 2019
NOTE NO. '2.03' LONG TERM BORROWINGS		
Loans(Unsecured)		
(a) From Directors and Relatives	100515609	130236323
(b) From Corporates	49821260	62239450
	150336869	192475773
NOTE NO. '2.04' DEFERRED TAX LIABILITIES		
Considering accounting procedure prescribed by the Accounting Standard 22 "Taxes on Income" the following amounts have been worked out and provided in the books.		
Major components of deferred tax balances		
PARTICULARS	As At 31st March, 2020	As At 31st March, 2019
Deferred Tax Liabilities		
i) Difference between accounting and tax depreciation (cumulative)	(18907)	(38379)
TOTAL	(18907)	(38379)
Deferred Tax Assets		
i) Accumulated unabsorbed depreciation	-	-
ii) Provision for doubtful debts (to date)	-	-
iii) Disallowances under section 43B for non payment of expenses	-	-
iv) Other timing differences	-	-
TOTAL (i to iv)	-	-
Net Deferred Tax Liabilities	(18907)	(38379)
Deferred Tax (Assets)/Liability Recognized in Previous Year	(38379)	(15898)
Deferred Tax (Assets)/Liability Recognized in Current Year	19473	(22481)
(Net deferred tax expense of Rs 19473 has been debited to Statement of Profit and Loss besides current tax of Rs. 10596751 (Previous year expenses charged Rs 5728913) as per Income Tax Act, 1961.		
	As At 31st March, 2020	As At 31st March, 2019
NOTE NO. "2.05" SHORT-TERM BORROWINGS		
Loan Repayable on Demand Bank Borrowing		
ICICI Bank Limited	9218615	34903745
Axis bank Limited	-	21027724
	9218615	55931469
2.05.1 Securities/ Guarantees		
For Bank Borrowing:		
1) Bank Borrowing from ICICI Bank is secured by Hypothecation of stock, Consisting of all types of dyes,chemical & other Current Assets of company and is guaranteed by Mr. Rampal Inani and Mr. Dinesh Chandra Inani in their personal capacity.		
2) Bank Borrowing from AXIS Bank is secured by Hypothecation of stock, Consisting of all types of dyes,chemical & other Current Assets of company and is guaranteed by Mr. Rampal Inani, Mr. Dinesh Chandra Inani, Mr. Shusheel Kumar Inani, Mr. Jagdish Chandra Inani, Mr. Vinod Kumar Inani, Mrs. Meena Inani, Mrs. Kiran Inani in their personal capacity.		

SHANKAR LAL RAMPAL DYE CHEM LTD
(Formerly Known as- SHANKAR LAL RAMPAL DYE CHEM PVT.LTD.)

	As At 31st March, 2020		As At 31st March, 2019	
NOTE NO. "2.06" TRADE PAYABLE				
Trade Payables				
For Trade Goods				
MSME	132463		69986	
OTHERS	7848646	7981109	293376	363362
For Others				
MSME	633013		1223420	
OTHERS	3700374	4333387	15068766	16292186
		12314496		16655548

To the extent information received for status under the Micro, Small and Medium Enterprises Development Act. 2006.

	As At 31st March, 2020		As At 31st March, 2019	
NOTE NO. "2.07" OTHER CURRENT LIABILITIES				
TDS Payable	1296681		560749	
GST Payable	2706448	4003129	-	560749
		4003129		560749

	As At 31st March, 2020		As At 31st March, 2019	
NOTE NO. "2.08" SHORT-TERM PROVISIONS				
Provisions for others				
For Taxation	10596751		5728913	
Less: Advance Tax and Tds (as per contra)	10596751		5728913	
		-		-
		-		-

Accounting Standard: -29 "Provisions, Contingent Liabilities and Contingent Assets": Movement in Provisions:

Nature of Provisions	Provision outstanding at the beginning of the year	Provision made during the year	Provision utilized during the year	Provision reversed during the year	Provision outstanding at the end of the year
Taxation	5728913	10596751	5728913	-	10596751



SHANKAR LAL RAMPAL DYE CHEM LTD
(Formerly Known as- SHANKAR LAL RAMPAL DYE CHEM PVT.LTD.)

NO. '2.09' FIXED ASSETS											
DESCRIPTION OF ASSETS	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	Cost As at 01.04.2019	Additions	Disposals/ Adjustment	Accumulated As at 31.03.2020	Accumulated As at 01.04.2019	For the Year	Deductions/ Adjustments	Accumulated As at 31.03.2020	As at 31.03.2020	As at 31.03.2019	
FIXED ASSETS											
Equipments and Computer	1163966	99034	389921	873079	933283	158981	339662	752602	120477	230683	
	2227799	2023358	250821	4000336	1163180	261961	207372	1217769	2782567	1064619	
	2032000	711575	-	2743575	-	-	-	-	2743575	2032000	
	368000	69800	-	437800	12178	13561	-	25739	412061	355822	
	5791765	2903767	640742	8054790	2108641	434503	547034	1996110	6058679	3683124	
	5508911	282854	-	5791765	1712602	396039	-	2108641	3683124	3796309	



SHANKAR LAL RAMPAL DYE CHEM LTD
(Formerly Known as- SHANKAR LAL RAMPAL DYE CHEM PVT.LTD.)

	As At 31st March, 2020		As At 31st March, 2019	
NOTE NO. '2.10' INVENTORIES				
Dye & chemicals		41671717		103766047
		41671717		103766047
	As At 31st March, 2020		As At 31st March, 2019	
NOTE NO. '2.10.1' INVENTORIES				
Bhilwara Branch		24375314		39164530
Mumbai Branch		17296403		64601517
		41671717		103766047
	As At 31st March, 2020		As At 31st March, 2019	
NOTE NO. '2.11' TRADE RECEIVABLES				
Unsecured & Considered Good				
Outstanding Exceeding Six Months(From Due date)			71840	
Others	341573329		268754119	
		341573329		268825959
		341573329		268825959
	As At 31st March, 2020		As At 31st March, 2019	
NOTE NO. '2.12' CASH AND CASH EQUIVALENTS				
(A) Cash on hand		778266		675236
(B) Balances with Banks				
(i) In Current accounts		25821517		121297075
(ii) In Term Deposit		29900000		3000000
		56499783		124972311
	As At 31st March, 2020		As At 31st March, 2019	
Deposit accounts with Less than 12 months maturities		29900000		3000000
Deposits with banks pledged with banks against guarantees				
	As At 31st March, 2020		As At 31st March, 2019	
NOTE NO. '2.13' SHORT-TERM LOANS AND ADVANCES				
Unsecured				
Advance to supplier	145663606		48196834	
Advance Custom duty	232152		232152	
Interest Accrued on FDR	21011		21723	
Income Tax Refundable	4273501		1255473	
Prepaid Insurance	28952		37638	
Prepaid Travelling Expenses	-		161871	
GST Input Tax Credit	-		6867049	
		150219222		56772740
Advance Income Tax and TDS	12637746		10002414	
Less: Provision for Taxation (as per contra)	10596751	2040995	5728913	4273501
Security deposit with Government	50000		50000	
with Others	370000	420000	829000	879000
		152680217		61925241



SHANKAR LAL RAMPAL DYE CHEM LTD

(Formerly Known as- SHANKAR LAL RAMPAL DYE CHEM PVT.LTD.)

	Current Year		Previous Year	
NOTE NO. '2.14' REVENUE FROM OPERATIONS				
(A) Sale of products				
Dyes & Chemicals		1319362423		1758683084
(B) Sale of Service				
Commission Income		6686600		
		1326049023		1758683084
NOTE NO. '2.14.1' REVENUE FROM OPERATIONS				
Dyes & Chemicals				
Rajasthan State Sales		387262486		493286929
Maharashtra State Sales		932099937		1265396155
Total		1319362423		1758683084
NOTE NO. '2.15' OTHER INCOME				
Foreign exchange gain		-		987130
Interest income		3122015		24137
Profit on sale of Fixed Assets		2541		-
other Income		-		3960
		3124556		1015227
NOTE NO. '2.16' PURCHASE OF STOCK IN TRADE				
Dyes And Chemicals				
Purchase of Product		1078110984		1534345404
Add: Custom duty paid		78297945		102548791
		1156408929		1636894195
NOTE NO. '2.16.1' PURCHASE OF STOCK IN TRADE				
Dyes And Chemicals				
Rajasthan State Purchase		294645166		437376225
Maharashtra State Purchase		783465818		1096969179
		1078110984		1534345404
NOTE NO. '2.17.' CHANGE IN INVENTORIES				
Stock in trade				
Opening Stock	103766047		99313557	
Less: Closing Stock	41671717	62094330	103766047	(4452490)
		62094330		(4452490)
NOTE NO. '2.18' EMPLOYEE BENEFIT EXPENSES				
Salary, Wages etc.		17253000		15303600
Directors Remuneration		21000000		16073500
		38253000		31377100



SHANKAR LAL RAMPAL DYE CHEM LTD

(Formerly Known as- SHANKAR LAL RAMPAL DYE CHEM PVT.LTD.)

	Current Year		Previous Year	
NOTE NO. '2.19' FINANCE COSTS				
Bank & Other Charges		505556		415044
Interest To				
Bank Borrowing	1222779		1777434	
Other	18646662	19869441	18655470	20432904
		20374997		20847948
NOTE NO. '2.20' DEPRECIATION				
Depreciation		434503		396039
		434503		396039
NOTE NO. '2.21' OTHER EXPENSES				
ADMINISTRATIVE EXPENSES				
Advertisement Exp.		17286		140480
Rent		2879603		1780988
Rate & Taxes		767902		91020
Insurance Charges		171217		126491
Office Expenses		275594		189734
Postage & Telegram		57867		60399
IPO /Share Listing Expenses		706501		2400730
Printing & Stationery		50995		188845
Telephone Expenses		19233		12164
ISO/Trademark Renewal Charges		5000		17500
Custom Fine Penalty		500000		-
Sales Tax Demand		-		55570
Labour Charges		185569		
Donation		100000		
Seating Fees to Directors		41500		
Compliance Certificate		6000		22000
Vehicle Running and Maintenance Expenses		169461		118444
Loss on foreign Exchange fluctuation		28264		-
Others		116237		-
<u>Payments to Auditors:</u>				
Audit's Fees		100000		100000
TOTAL (A)		6198229		5304365
SELLING EXPENSES				
Commission to Selling Agents		6745737		47552044
Freight & Cartage Charges		593568		853298
Sample testing Exp.		49270		66082
Travelling Expenses		455110		154319
TOTAL (B)		7843685		48625743
TOTAL (A+B)		14041914		53930108

SHANKAR LAL RAMPAL DYE CHEM LTD

(Formerly Known as- SHANKAR LAL RAMPAL DYE CHEM PVT.LTD.)

		Current Year	Previous Year
NOTE NO. '2.22' EARNINGS PER SHARE			
a) Amount used as the numerator profit after tax, dividend on preference shares	Rs.	26949683	14998979
b) Weighted average number of equity shares used as the denominator in computing basic earning per share.	Nos.	6074276	5997850
Add: Potential no. of equity shares that could arise on conversion of warrants into equity shares.	Nos.	NIL	NIL
Weighted average number of shares used in computing Diluted Earning per Share	Nos.	6074276	5997850
c) Nominal value per share	Rs.	10	10
d) Earnings Per Share:			
- Basic	Rs.	4.44	2.50
- Diluted	Rs.	4.44	2.50

SHANKAR LAL RAMPAL DYE CHEM LTD

(Formerly Known as- SHANKAR LAL RAMPAL DYE CHEM PVT.LTD.)

NOTE 2.23 Contingent Liabilities

	As at 31.03.2020	As at 31.03.2019
1. Contingent liabilities not provided for in respect of		
(a) Claims against the company not acknowledged as debts	NIL	NIL
(b) Estimated value of contract remaining to be executed on capital account.	NIL	NIL
(c) Bills discounted with bank remaining outstanding.	NIL	NIL
(d) Letter of credit established by Bank & Guarantee given by Bank for which counter Guarantee given by the Company.	NIL	NIL

2. Details of Remuneration to Directors :

PARTICULARS	2019-20	2018-19
Rampal Inani	4200000	3383000
Jagdish Chandra Inani	4200000	3218000
Dinesh Chandra Inani	4200000	3218000
Vinod Kumar Inani	4200000	3480000
Susheel Kumar Inani	4200000	3218000
Total	21000000	16517000

NOTE 2.24 Related Party Disclosure

The company has identified all the related parties as per details given below:

1. Relationship

(a) Key Management Personnel / Independent director (7th)

Sh. Rampal Inani
Sh. Jagdish Chandra Inani
Sh. Dinesh Chandra Inani
Sh. Vinod Kumar Inani
Sh. Susheel Kumar Inani
Anil Kumar Kabra (20)
Apoorva Maheshwari (20)
Harsh Kabra (20)
Aditya Soni (20)
Murli Atal (20)
Aditi Babel

(b) Relatives of Key Management Personnel where transactions have taken place

1. RAHUL INANI
2. CHHAVI INANI
3. GANGA DEVI INANI
4. USHA INANI
5. MAMTA INANI
6. MEENA INANI
7. KIRAN INANI
8. SHEELU INANI
9. AYUSHI INANI

(c) Enterprises where Key Management Personnel has control / interest

OASIS CAPITAL PVT. LTD.

Note: Related party relationship is as identified by the Company and relied upon by the Auditor.

SHANKAR LAL RAMPAL DYE CHEM LTD

(Formerly Known as- SHANKAR LAL RAMPAL DYE CHEM PVT.LTD.)

2. Transactions carried out with related parties referred in 1 above, in ordinary course of business:

Nature of Transactions	Related parties			
	Referred in 1(a) above		Referred in 1(b) & 1(c) above	
	2019-20	2018-19	2019-20	2018-19
Expenses				
Remuneration	21000000	16161000	16380000	1404000
H.R.A. & Conveyance Allowance	-	72000	-	-
Sitting Fees	20000		-	
Interest	5517282	3087060	11848092	12778110
Rent	-	-	960000	960000
purchase	-	-	187043	2861330
Finance				
Accepted	3620000	63980000	15423000	177120090
Repayment	20437130	10124040	57526768	143570349
Outstanding				
Deposits	46509775	47035620	89532534	145440153



SHANKAR LAL RAMPAL DYE CHEM LTD

(Formerly Known as- SHANKAR LAL RAMPAL DYE CHEM PVT.LTD.)

NOTE NO. 2.25 Transaction in Foreign Currency

	2019-20	2018-19
Expenditure in Foreign Currency	7962.85 lakhs	12511.88 lakhs
Income in Foreign Currency	Rs. Nil	Rs. Nil

NOTE 2.26 The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, and inventory. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

NOTE 2.27 All assets and liabilities are presented as Current or Non-Current as per the criteria set out in the Revised Schedule VI of the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization, the Company has ascertained its operating cycle less than 12 months period, accordingly 12 months period has been considered for the purpose of Current/Non Current classification of assets and liabilities.

NOTE 2.28 The previous year figures have been regrouped/reclassified wherever it found necessary to correspond with the current year's classification/disclosure. Accordingly amounts and other disclosures for the preceding year are included as and integral part of the current year's financial statements and to be read in relation to the amounts and other disclosures relating to current year

Significant Accounting policies, Notes on accounts and other disclosures from Note no. 1 to 2.28 form part of these Financial Statements.

IN TERMS OF OUR AUDIT REPORT OF EVEN DATE
FOR ALOK PALOD & COMPANY
Chartered Accountants
FRN - 018061C

For & on behalf of the Board

Alok Palod



(ALOK PALOD)

Partner

M. NO. 417729

UDIN - 20417729 AAAAP2863

Place : Bhilwara

Dated: 31-07-2020

Rampal Inani
(Rampal Inani)
(MANAGING DIRECTOR)

Susheel Inani
(Susheel Kumar Inani)
(CFO/DIRECTOR)

Vinod Inani
(VINOD KUMAR INANI)
(DIRECTOR)

Aditi Babel
ADITI BABEL
(COMPANY SECRETARY &
COMPLIANCE OFFICER)

PROXY FORM

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

<u>Name of the member(s):</u>		<u>e-mail Id:</u>	
<u>Registered address:</u>			
<u>Folio No/*Client Id:</u>		<u>*DP Id:</u>	

I / We, being the member(s) holding _____ shares of Shankar Lal Rampal Dye-Chem Limited, hereby appoint:

1) _____ of _____ having e-mail id _____ or failing him/her

2) _____ of _____ having e-mail id _____ or failing him/her

3) _____ of _____ having e-mail id _____ or failing him/her

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, 31st August, 2020 at 01.00 pm at **S.G. 2730 Suwana, Bhilwara – 311001, Rajasthan** and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 including the Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss and Cash Flow for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.		
2. Ordinary Resolution: To approve Dividend for FY 2019-20 @ Rs. 0.10 (i.e. 1.00%).		
3. Ordinary Resolution: To reappoint Mr. Jagdish Chandra Inani (DIN- 00479985); as whole time director of the company; whose term is liable to retire by rotation.		
4. Special Resolution: To appoint Mr. Aditya Soni as Independent Director of the company.		

* Applicable for investors holding shares in electronic form.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password
1.		

Signed this _____ day of _____, 2020

Signature of holder

Affix a
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

POLLING PAPER
SHANKAR LAL RAMPAL DYE-CHEM LIMITED
(Formerly known as Shankar Lal Rampal Dye-Chem Private Limited)
CIN: L24114RJ2005PLC021340
Registered Address: S.G. 2730 Suwana, Bhilwara – 311001, Rajasthan

SI No.	Particulars	Details
1	Name of the first named shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No./*Client ID No. (*applicable to investors holding shares in dematerialised form)	
4	Class of Shares	Equity Shares

I/We hereby exercise my/our vote in respect of resolution as set out in the notice of Annual General Meeting of the Company to be held on Monday, 31st August, 2020 at 01.00 pm at **S.G. 2730 Suwana, Bhilwara – 311001, Rajasthan** by recording my assent or dissent to the said resolutions in the following manner:

Sl. No.	Resolutions**	No. of shares held by me	I/We assent to the resolution	I/We dissent to the resolution
	ORDINARY BUSINESS			
1	Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2020 including the Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss and Cash Flow for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.			
2	Ordinary Resolution: To approve Dividend for FY 2019-20 @ Rs. 0.10 (i.e. 1.00%).			
3	Ordinary Resolution: To reappoint Mr. Jagdish Chandra Inani (DIN-00479985); as whole time director of the company; whose term is liable to retire by rotation.			
4	Special Resolution: To appoint Mr. Aditya Soni as Independent Director of the company.			

Place: Bhilwara

Date:

(Signature of the shareholder)

Notes: Please read the instructions printed below carefully before exercising your vote

**Please Tick your Assent or Dissent.

ATTENDANCE SLIP

<p>Registered Folio No. / DP & Client ID: Name of the Sole / First named Member: Registered Address :</p> <p>Name(s) of the joint Member(s), if :</p> <p>No. of Shares :</p>	<p>Sr.No. :</p>
--	-----------------

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the Annual General Meeting of the Company on Monday, 31st August, 2020 at 01.00 pm at **S.G. 2730 Suwana, Bhilwara – 311001, Rajasthan.**

Signature of First holder/Proxy/Authorised Representative

Signature of Joint holder(s)

Place:

Date:

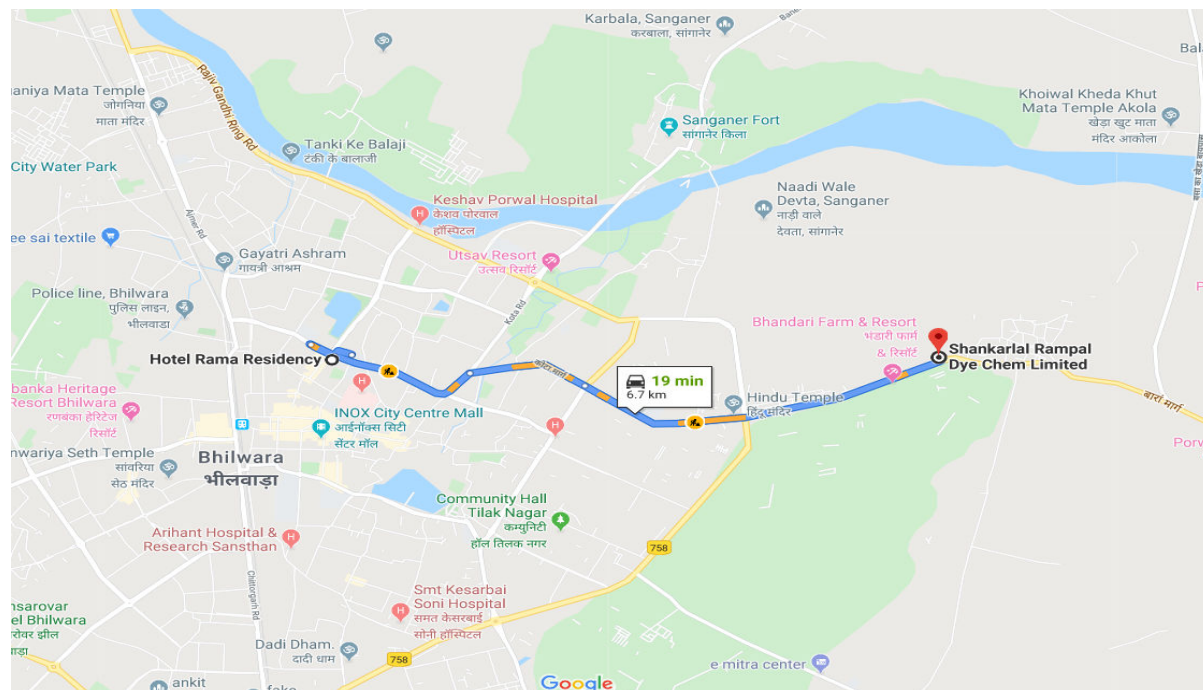
Notes:

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the venue of the Meeting.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
3. **NO GIFTS SHALL BE DISTRIBUTED IN THE MEETING OR AFTERWARDS.**

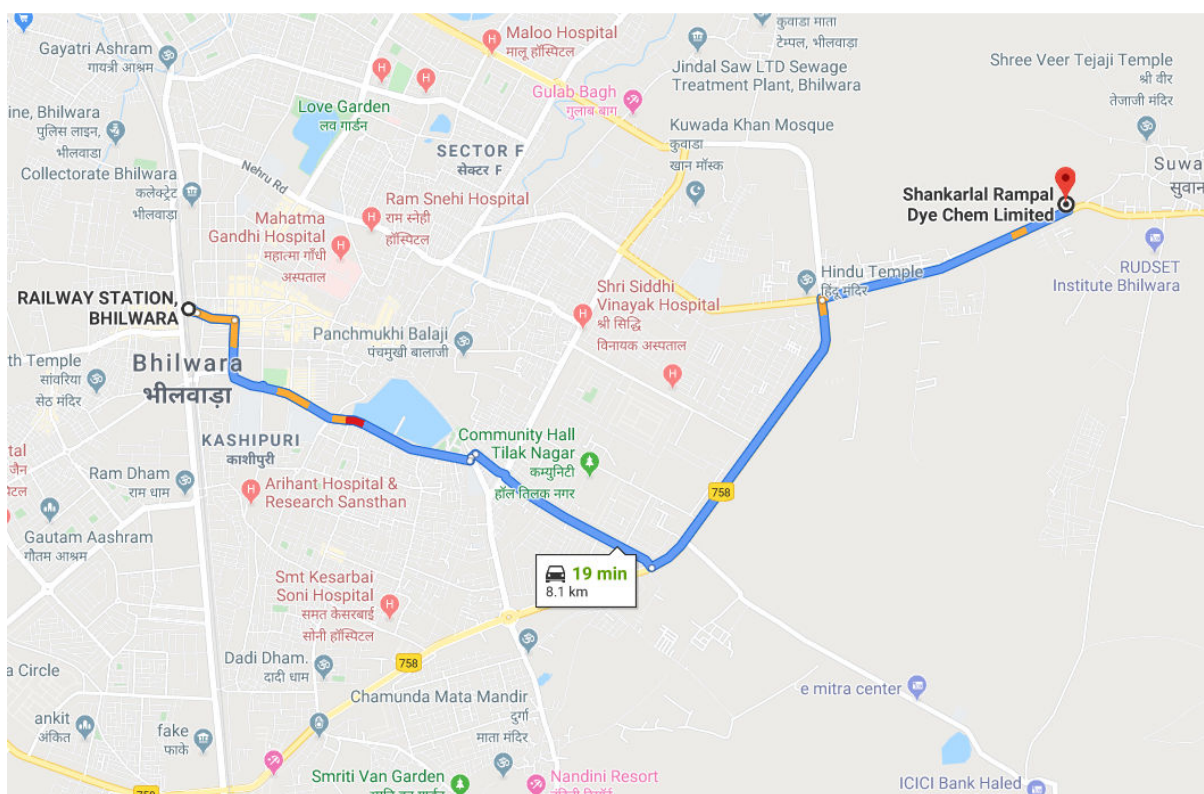
ROUTE MAP OF THE VENUE FOR ANNUAL GENERAL MEETING

Address: S.G. 2730 Suwana, Bhilwara – 311001, Rajasthan

1. From Roadways Bus Stand, Bhilwara to Shankar Lal Rampal Dye-chem Limited



2. From Railway Station, Bhilwara to Shankar Lal Rampal Dye-chem Limited



DRAFT EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L24114RJ2005PLC021340
2	Registration Date	19/09/2005
3	Name of the Company	SHANKAR LAL RAMPAL DYE-CHEM LIMITED
4	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES INDIAN NON GOVERNMENT COMPANY
5	Address of the Registered office & contact details	S.G. 2730 SUWANA, BHILWARA RJ 311001 IN
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Cameo Corporate Services Limited "Subramanian Building", 1, Club House Road, Chennai- 600002, India Email at- investor@cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Wholesale of industrial chemicals	46691	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL				
2					
3					

IV. SHARE HOLDING PATTERN										
(Equity share capital breakup as percentage of total equity)										
(i) Category-wise Share Holding										
Category of Shareholders	No. of Shares held [As on 01-04-2019]				No. of Shares held [As on 31-March-2020]				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/ HUF	2,865,055	-	2,865,055	47.77%	4,365,055	-	4,365,055	54.59%	-6.82%	
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%	
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%	
d) Bodies Corp.	1,512,795	-	1,512,795	25.22%	1,512,795	-	1,512,795	18.92%	6.30%	
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%	
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%	
Sub Total (A) (1)	4,377,850	-	4,377,850	72.99%	5,877,850	-	5,877,850	73.51%	-0.52%	
(2) Foreign										
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%	
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%	
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%	
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%	
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%	
TOTAL (A)	4,377,850	-	4,377,850	72.99%	5,877,850	-	5,877,850	73.51%	-0.52%	

B. Public									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									0.00%
i) Indian	153,000	-	153,000	2.55%	165,000	-	165,000	2.06%	0.49%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals	-	-			-	-			0.00%
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	102,000	-	102,000	1.70%	90,000	-	90,000	1.13%	0.58%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1,149,000	-	1,149,000	19.16%	1,560,000	-	1,560,000	19.51%	-0.35%
c) Others (specify- HUF)	216,000	-	216,000	3.60%	303,000	-	303,000	3.79%	-0.19%
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
									0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	1,620,000	-	1,620,000	27.01%	2,118,000	-	2,118,000	26.49%	0.52%
Total Public (B)	1,620,000	-	1,620,000	27.01%	2,118,000	-	2,118,000	26.49%	0.52%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
									0.00%
									0.00%
Grand Total (A+B+C)	5,997,850	-	5,997,850	100.00%	7,995,850	-	7,995,850	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	RAMPAL INANI	267710	4.46%		360710	4.51%		0.05%
2	GANGA DEVI INANI	75520	1.26%		168520	2.11%		0.85%
3	OASIS CAPITAL P. LTD	859095	14.32%		859095	10.74%		-3.58%
4	SUSHEEL KUMAR INANI	392495	6.54%		530495	6.63%		0.09%
5	VINOD KUMAR INANI	394900	6.58%		478900	5.99%		-0.59%
6	DINESH CHANDRA INANI	275000	4.58%		401000	5.02%		0.43%
7	JAGDISH CHANDRA INANI	334210	5.57%		460210	5.76%		0.18%
8	MAMTA INANI	238800	3.98%		364800	4.56%		0.58%
9	SHEELU INANI	180520	3.01%		300520	3.76%		0.75%
10	RAMPAL INANI (HUF)	148000	2.47%		208000	2.60%		0.13%
11	SHANKAR LAL INANI (HUF)	31800	0.53%		31800	0.40%		-0.13%
12	USHA INANI	104500	1.74%		164500	2.06%		0.32%
13	MEENA INANI	222490	3.71%		255490	3.20%		-0.51%
14	KIRAN INANI	178110	2.97%		319110	3.99%		1.02%
15	CLASSIC PRIME HOME CARE PVT LTD	653700	10.90%		653700	8.18%		-2.72%
16	RAHUL INANI	10000	0.17%		58000	0.73%		0.56%
17	AAYUSHI INANI	10000	0.17%		58000	0.73%		0.56%
18	VINOD KUMAR INANI HUF	250	0.00%		36250	0.45%		0.45%
19	JAGDISH CHANDRA INANI HUF	250	0.00%		66250	0.83%		0.82%
20	DINESH CHANDRA INANI HUF	250	0.00%		51250	0.64%		0.64%
21	SUSHEEL KUMAR INANI HUF	250	0.00%		51250	0.64%		0.64%
	TOTAL	4,377,850	72.99%	-	5,877,850	73.51%	-	0.52%

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

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	01-04-2019		4377850	72.99%	4377850	72.99%
	Changes during		TRANSFER	0	0.00%	0	0.00%
		18-03-2020	ALLOTMENT	1500000	18.76%	1500000	18.76%
	At the end of the year	31-03-2020		5877850	73.51%	5877850	73.51%

(iv) Shareholding Pattern of top ten Shareholders*(Other than Directors, Promoters and Holders of GDRs and ADRs):*

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Shareholding at the end of the year-DEMAT	
				No. of shares	% of total shares	No. of shares	% of total shares
1	PINKI DEVI AGAL		Increase is due to allotment dt 18-03-2020	75000	1%	84000	1.05%
2	PUSHPA DEVI JAGETIYA		Increase is due to allotment dt 18-03-2020	78000	1%	99000	1.24%
3	DWARKA PRASAD BHADADA		Increase is due to allotment dt 18-03-2020	120000	2%	138000	1.73%
4	SANJAY KUMAR AGAL		Increase is due to allotment dt 18-03-2020	96000	2%	135000	1.69%
5	KAILASH CHANDRA JAGETIYA		Increase is due to allotment dt 18-03-2020	69000	1%	87000	1.09%
6	RAJ KUMAR AGAL HUF		Increase is due to allotment dt 18-03-2020	111000	2%	129000	1.61%
7	RAJ KUMAR AGAL		Increase is due to allotment dt 18-03-2020	96000	2%	99000	1.24%
8	DHARIA FARMS PVT LTD		Increase is due to allotment dt 18-03-2020	57000	1%	57000	0.71%
9	SANJAY KUMAR AGAL HUF		Increase is due to allotment dt 18-03-2020	93000	2%	138000	1.73%
10	SHILPA STOCK BROKER PVT LTD		MARKET MAKER	108000	2%	108000	1.35%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	RAMPAL INANI						
	At the beginning of the year	01-04-2019		267,710	4.46%	267,710	4.46%
	Changes during the year	18-03-2020	Allot	93,000	1.16%	360,710	4.51%
	At the end of the year	31-03-2020		360,710	4.51%	360,710	4.51%
2	SUSHEEL KUMAR INANI						
	At the beginning of the year	01-04-2019		392,495	6.54%	392,495	6.54%
	Changes during the year	18-03-2020	Allot	138,000	1.73%	530,495	6.63%
	At the end of the year	31-03-2020		530,495	6.63%	530,495	6.63%
3	VINOD KUMAR INANI						
	At the beginning of the year	01-04-2019		394,900	6.58%	394,900	6.58%
	Changes during the year	18-03-2020	Allot	84,000	1.05%	478,900	5.99%
	At the end of the year	31-03-2020		478,900	5.99%	478,900	5.99%
4	DINESH CHANDRA INANI						
	At the beginning of the year	01-04-2019		275,000	4.58%	275,000	4.58%
	Changes during the year	18-03-2020	Allot	126,000	1.58%	401,000	5.02%
	At the end of the year	31-03-2020		401,000	5.02%	401,000	5.02%
5	JAGDISH CHANDRA INANI						
	At the beginning of the year	01-04-2019		334,210	5.57%	334,210	5.57%
	Changes during the year	18-03-2020	Allot	126,000	1.58%	460,210	5.76%
	At the end of the year	31-03-2020		460,210	5.76%	460,210	7.67%

V. INDEBTEDNESS

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

(Amt. Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	55,931,469.00	192,475,773.00	-	248,407,242.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	55,931,469.00	192,475,773.00	-	248,407,242.00
* Addition/(Reduction)	(46,712,854.00)	(42,138,904.00)	-	(88,851,758.00)
Net Change	(46,712,854.00)	(42,138,904.00)	-	(88,851,758.00)
i) Principal Amount	9,218,615.00	150,336,869.00	-	159,555,484.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	9,218,615.00	150,336,869.00	-	159,555,484.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WT/ Manager					Total Amount
	Name	RAMPAL INANI	DINESH CHANDRA INANI	VINOD KUMAR INANI	SUSHEEL KUMAR INANI	JAGDISH CHANDRA INANI	(Rs/Lac)
	Designation	MD	WTD	WTD	WTD-CFO	WTD	
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	42	42	42	42.00	42.00	210.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	- as % of profit	-	-	-	-	-	-
4	others specify (INTEREST ON LOAN & SITTING FEE)	9.40	12.85	15.34	10.77	7.02	55.37
5	CONVEYANCE	-	-	-	-	-	-
	Total (A)	51.40	54.85	57.34	52.77	49.02	265.37
	Ceiling as per the Act	60	60	60	60	60	

B. Remuneration to other Directors

SN.	Particulars of Remuneration							Total Amount
		ANIL KUMAR KABRA	MURLI ATAL	HIMANSHU KABRA	APOORVA MAHESHWARI	HARSH KABRA	ADITYA SONI	(Rs/Lac)
1	Independent Directors							
	Fee for attending board committee meetings	0.06	0.05	0.02	0.04	0.04	0.02	0.20
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (1)	0.06	0.05	0.02	0.04	0.04	0.02	0.20
2	Other Non-Executive Directors	-	-	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-	-	-
	Total Managerial Remuneration	0.06	0.05	0.02	0.04	0.04	0.02	0.20
	Overall Ceiling as per the Act							

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration				Total Amount
	Name	SUSHEEL KUMAR INANI	ADITI BABEL		(Rs/Lac)
	Designation	CFO/WTD	CS		
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	42.00	1.77		43.77
	(b) Value of perquisites u/s 17(2) Income-tax Act,	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	10.77	-	-	10.77
	Total	52.77	1.77	-	54.54

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

None

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0

FOR AND ON BEHALF OF COMPANY
SHANKAR LAL RAMPAL DYE-CHEM LIMITED

sd/-
RAMPAL INANI
MANAGING DIRECTOR
DIN: (00480021)

sd/-
DINESH CHANDRA INANI
DIRECTOR
DIN:(02928287)