



2018

# ANNUAL REPORT

**RAJNANDINI METAL LIMITED**  
**REG. OFFICE: 3E/17, B.P., NIT, FARIDABAD – 121001**  
**Web Link: [www.rajnandinimetal.com](http://www.rajnandinimetal.com)**  
**Telephone No.:- 0129- 4074043**  
**E-Mail Id: [info@rajnandinimetal.com](mailto:info@rajnandinimetal.com)**

## **RAJNANDINI METAL LIMITED**

**CIN: U51109HR2010PLC040255**

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### **ANNUAL REPORT 2017-18**

#### **BOARD OF DIRECTORS**

Chairman & : HET RAM  
Managing Director

Executive Director : MITHLESH SHARMA

Independent & : SURENDER SHARMA  
Non - Executive  
Director

Independent & : SHIV KUMAR  
Non - Executive  
Director

Chief Financial Officer: MANOJ KUMAR JANGIR

Company Secretary : RAHULKUMAR BANSAL

Statutory Auditor : SANMARKS &  
ASSOCIATES

Bankers : KARNATAKA BANK  
LIMITED

Registered Office : 3E/17, B.P., NIT,  
FARIDABAD – 121001

Website : [www.rajnandinimetal.com](http://www.rajnandinimetal.com)

## **CHAIRMAN'S SPEECH**



Dear Valued Shareholders,

On behalf of the Board of Directors of your Company, it is great pleasure for me to extend a very warm welcome to each one of you at the 8<sup>th</sup> Annual General Meeting of your Company.

### **THE INDIAN ECONOMY**

Indian economy has shown sign of recovery in last couple of years with stronger growth, significantly narrowed current account deficit, fiscal deficit moving towards a consolidation path and inflation trending downwards. However Indian economy is certainly capable of achieving higher growth than the current levels. In order to achieve and sustain such economic growth it is imperative that there should be an enabling atmosphere that fosters competition and improves ease of doing business. The challenge, therefore, is to initiate structural reforms for sustainable higher economical growth.

India has emerged as the fastest growing major economy in the world as per the Centre Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the three economy powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

### **PERFORMANCE HIGHLIGHTS**

Your Company continues to accomplish a healthy growth during the financial year 2016-17. Profit before tax grew by 21.33% from Rs. 66.00 lakhs to Rs. 80.08 in FY 2016-17 and in the financial year 2017-18, Profit before tax grew by 76.08% from Rs. 80.08 lakhs to 141.01. Profit after tax grew by 74% from Rs. 31.62 lakhs to Rs.55.21 lakhs in the FY 2016-17 and in the financial year 2017-18, profit after tax grew by 70.72% from Rs. 55.21 lakhs to Rs. 94.25 lakhs.

### **ACKNOWLEDGEMENT**

Before I conclude, on behalf of the Board of Directors of your Company, I would like to express my sincere thanks to the valued shareholders for your continued support and trust in us. This motivates us to excel in all our pursuits and constant endeavor to create value for you.

We look forward to an enduring and mutually beneficial relationship with our investors.

Thank you once again and offer my best wishes for the upcoming years.

Sd/-  
**HET RAM**  
**Chairman**

## **BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL**

### **BOARD OF DIRECTORS**



**Mr. Het Ram**  
**Chairman & Managing Director**



**Mrs. Mithlesh Sharma**  
**Executive Director**

### **KEY MANAGERIAL PERSONNEL**



**Mr. Manoj Kumar Jangir**  
**Chief Financial Officer**



**Mr. Rahul Kumar Bansal**  
**Company Secretary**

**RAJNANDINI METAL LIMITED**  
**Regd. Office: 3E/17, B.P., NIT, Faridabad - 121001**

**NOTICE**

Notice is hereby given that 8<sup>th</sup> Annual General Meeting of the Company will be held on Thursday, 23<sup>rd</sup> August, 2018 at 11:00 A.M at the registered office of the Company to transact the following business: -

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited financial statements of the company for the year ended 31<sup>st</sup> March, 2018 together with the Report of the Directors and Auditor's thereon and in this regard, pass the following resolution as ORDINARY RESOLUTION:

**“RESOLVED THAT** the audited financial statements of the Company for the year ended March, 2018 and the reports of the Board of Directors and Auditors a thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Statutory Auditor and in this regard to consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the section 139 of the Companies Act, 2013 and other applicable provisions, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re- enactment thereof, for the time being in force), M/s SANMARKS & ASSOCIATES, Chartered Accountant, Faridabad, having ICAI registration no. 003343N be and is hereby ratified by the members of the Company for the financial year 2018-19 be and is hereby ratified as may be decided by the Board of the Company in consultation with statutory auditor of the Company.”

**SPECIAL BUSINESS:**

3. **Appointment of Mr. Surender Sharma (DIN: 08074623) as an Independent Director of the Company**

To consider and if thought fit to pass with or without modifications, the following resolution as Ordinary Resolution:

**“RESOLVED THAT** Mr. Surender Sharma(DIN: 08074623) who was appointed by the Board Meeting as an Additional Director (Independent Director) of the company w.e.f. 26<sup>th</sup> February 2018 who holds office up to the date of this Annual General Meeting of the company in terms of section 161 of the companies Act 2013 but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

**FURTHER RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr Surender Sharma a non-Executive Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed an Independent Director of the Company, not liable to retire by rotation, for a term of five years, commencing with effect from 26<sup>th</sup> February 2018 to 25<sup>th</sup> February 2023”.

4. **Appointment of Mr. Shiv Kumar (DIN: 08139628) as an Independent Director of the Company**

To consider and if thought fit to pass with or without modifications, the following resolution as Ordinary Resolution:

**“RESOLVED THAT** Mr. Shiv Kumar (DIN: 08139628) who was appointed by the Board Meeting as an Additional Director of the company w.e.f. 22<sup>nd</sup> May, 2018 who holds office up to the date of this Annual General Meeting of the company in terms of section 161 of the companies Act 2013 but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

**FURTHER RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Shiv Kumar a non-Executive Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed an Independent Director of the Company, not liable to retire by rotation, for a term of five years, commencing with effect from 22<sup>nd</sup> May, 2018 to 21<sup>st</sup> May, 2023.

5. **Approval of contact/arrangement for material related party transactions with various related parties.**

To consider and if thought fit to pass with or without modifications, the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (including any statutory modification(s) or enactment therefore for the time being in force) and also pursuant to the consent of the member of the Company be and is hereby accorded to the Material Related Party Transactions with all the related parties as mentioned in the explanatory statement as entered by the Company for the financial year 2018-19 of a value of Rs. 44.68 crores.

**RESOLVED FURTHER THAT** Mr. Het Ram, Managing Director of the company be and is hereby severally authorized to take necessary actions and to complete all legal formalities related thereto”.

**6. Approval of rectifying the errors in the list of shareholders as on 31.03.2017**

To consider and if thought fit to pass with or without modifications, the following resolution as Ordinary Resolution:

**“RESOLVED THAT** the approval of member of the Company hereby accorded to correct the wrongly filed attachment of the list of shareholder in the E-form MGT-7 for the financial year 2016-17 in by correcting it via filling of E- form MGT-14 with the list of shareholders for the financial year 2016-17.”

**“RESOLVED FURTHER THAT** any Director of the company be and are hereby authorized to sign any e-forms to be filed with the Registrar of the Companies, Regional Director, Company Law Board, Central Government or any other statutory authority and file the same and to do all such acts, deeds and things as may be required or considered necessary or incidental thereto.”

**By Order of the Board of Directors  
RAJNANDINI METAL LIMITED**

**Sd/-  
Het Ram  
Managing Director  
DIN : 02925990  
Add: H. No. 307,  
Sector – 21C,  
Faridabad, July 30, 2018**

**Registered Office:  
3E/17, B.P., NIT  
Faridabad – 121001  
CIN: U51109HR2010PLC040255  
Website: [www.rajnandinimetal.com](http://www.rajnandinimetal.com)  
Email: [info@rajnandinimetal.com](mailto:info@rajnandinimetal.com)  
Tel: 0129-4074043**

**NOTES:**

- 1. A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD TO HIMSELF AND THE PROXY NEED NOT TO BE A MEMBER.**
- 2. 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. The instrument appointing the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Form of Proxy is enclosed**  
**CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE(S) TO ATTEND THE MEETING ARE REQUESTED TO SEND TO THE COMPANY A DULY CERTIFIED BOARD RESOLUTION AUTHORIZING THEIR SAID REPRESENTATIVE(S) TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.**
- 3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to item no. 05 of the notice is annexed hereto and forms part of this notice.**
- 4. The notice is being sent to all the Members, whose name appeared in the Register of Members as on 22.05.2018 (“Record Date”). The Notice of the Meeting is also displayed/posted on the website of the Company [www.rajnandinimetal.com](http://www.rajnandinimetal.com) .**
- 5. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the relevant Board resolution together with the specimen signatures of their authorized representatives to attend and vote on their behalf at the meeting.**
- 6. A Route map showing directions to reach the venue of the Annual General Meeting is given on end of this AGM Notice as per the requirement of the Secretarial Standards – 2 on “General Meeting”.**
- 7. Appointment / Re-appointment of Directors** The information, as required under the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, in relation to the appointment/re-appointment of Directors is as under:

Name of the Director	HET RAM	MITHLESH SHARMA	SURENDER SHARMA	SHIV KUMAR
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on the Board of the company	18 <sup>th</sup> March 2010	18 <sup>th</sup> March, 2010	26 <sup>nd</sup> February, 2018	22 <sup>nd</sup> February, 2018
Qualification	Graduation	Graduation	Post Graduation	Graduation
Experience	15 years	7 Years	15 Years	10 Years
Expertise in functional Areas				
Directorship held in other companies	Loveni Marketing & Advertising Private Limited	Loveni Marketing & Advertising Private Limited	NA	NA
Chairman/member of the committee(s) of the Board of Directors of the company and other listed companies	NA	NA	NA	NA
Number of shares held in the company	24,97,440	20,02,060	NA	NA
Last drawn remuneration (per annum)	Rs. 24 Lakhs	Rs. 6 Lakhs	NA	NA
Number of Board Meeting attended during the year	9	9	2	0
Relationship with other Directors, Manager and other Key Managerial Personnel	Husband of Mrs. Mithlesh Sharma	Wife of Mr. Het Ram	NA	NA

**RAJNANDINI METAL LIMITED**  
**Regd. Office: 3E/17, B.P., NIT, Faridabad - 121001**

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 03:**

**Appointment of Mr. Surender Sharma (DIN: 08074623) as an Independent Director of the Company**

Mr. Surender Sharma(DIN: 08074623) was appointed as an Additional Director (Independent Director) of the Company with effect from 26<sup>th</sup> February 2018 by the Board of Directors under Section 161 of the Act and Article 129 of the Articles of Association of the Company. In terms of Section 161(1) of the Act, Mr. Surrender Sharma holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Surender Sharma appointed as Independent Director.

**Qualifications**

In terms of Section 149 and other applicable provisions of the Act, Mr. Surender Sharma is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

**ITEM NO. 04:**

**Appointment of Mr. Shiv Kumar (DIN: 08139628) as an Independent Director of the Company**

Mr. Shiv Kumar (DIN: 08139628) was appointed as an Additional Director (Independent Director) of the Company with effect from 22<sup>nd</sup> May 2018 by the Board of Directors under Section 161 of the Act and Article 129 of the Articles of Association of the Company. In terms of Section 161(1) of the Act, Mr. Shiv Kumar holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Shiv Kumar appointed as Independent Director.

**Qualifications**

In terms of Section 149 and other applicable provisions of the Act, Mr. Shiv Kumar is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

**ITEM NO. 05:**

**Approval of contact/arrangement for material related party transactions with various related parties.**

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended, prescribe certain procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder's approval for material related party transactions. Proviso to Section 188 provides that nothing contained in sub-section 188 applies where transactions are entered into by the Company in the ordinary course of business other than transactions which are not on an arm's length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the following contracts / arrangements / transactions are material in nature and require approval of unrelated shareholders of the Company by an Ordinary Resolution:-

Sr. No.	Name of Related Party	Relationship	Maximum Value of Transactions per annum (Rs. in lakhs)	Nature and Material Terms/Particulars of the contract or arrangement
	Loveni Marketing & Advertising Pvt. Ltd.	Two Directors are interested as they are Directors in the Board of the Company	1.5 Crore	No business transactions

	Het Ram HUF	One Director is interested as he is director in the Board of the Company	1.5 Crore	No business transactions
	Atma Ram Sharma HUF		1.5 Crore	No business transactions
	Haryana Metal Traders (PF)	One Director is interested as he is director in the Board of the Company	40 Crore	Sale and purchase
	Mrs. Mithlesh Sharma	Director	18 Lacs	Rent paid by the Company to Mrs. Mithlesh Sharma

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:

Name of the Related Party	As per table above
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Het Ram, Mrs. Mithlesh Sharma
Nature of Relationship	As per table above
The nature, material terms, monetary value and particulars of the Contract or Arrangement	As per table above
Any other information relevant or important for the members to take a decision on the proposed resolution	None

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through ordinary resolution and the related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transaction or not. Further as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company shall not participate or vote on this resolution.

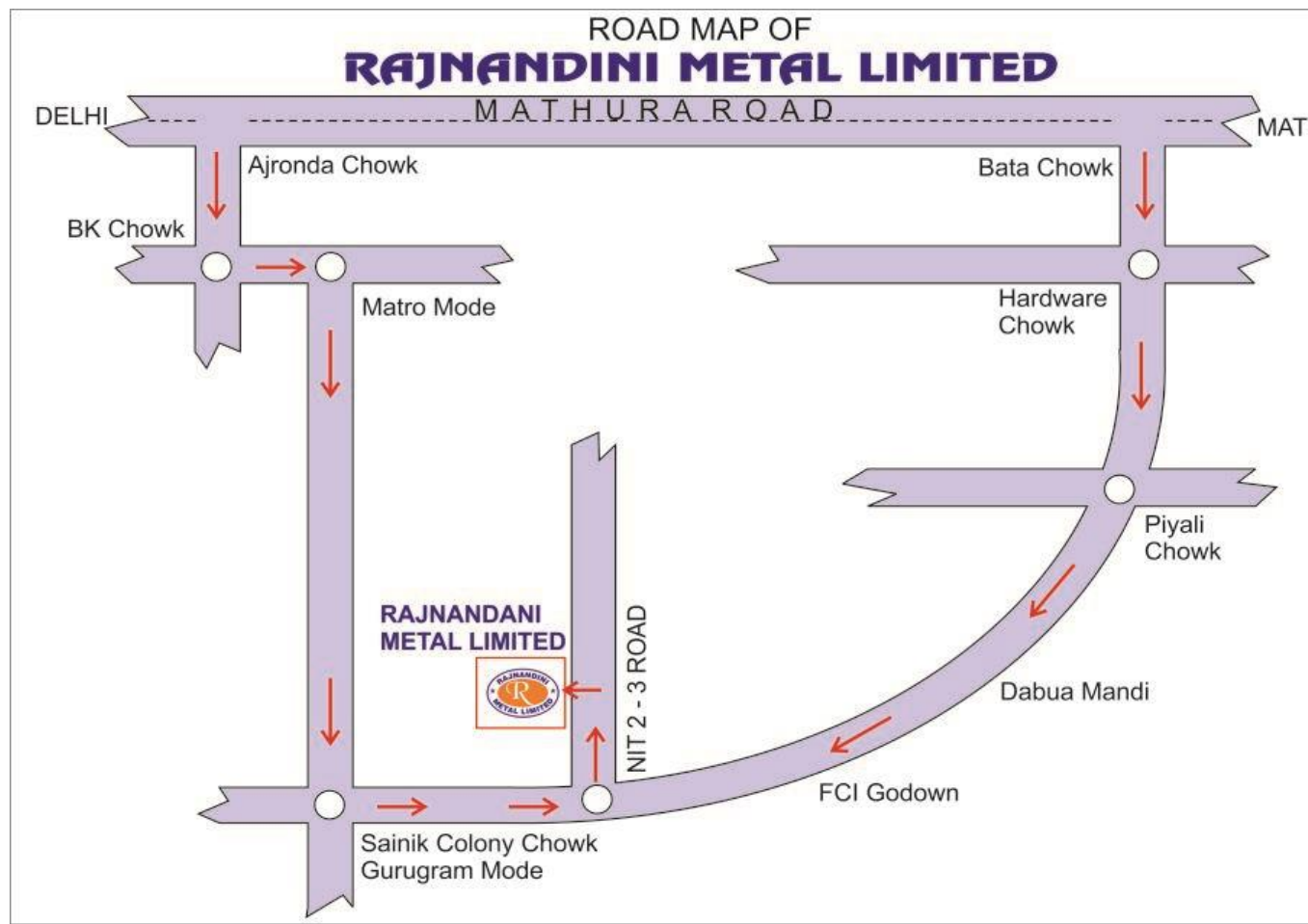
The Board recommends this resolution set out in Item No. 05 of this notice for approval of the members.

Mr. Het Ram, Mrs. Mithlesh Sharma are interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

#### **Item No. 06**

##### **Approval of rectifying the errors in the list of shareholders as on 31.03.2017**

The Board is inform to the shareholders of the Company that after identified the mistake happened in the annual return of the financial year 2016-17 in the attached wrong shareholder list with E - form MGT-7 filed on 09.01.2018 vide SRN G73001984, the Board of Directors of the Company desire to correct the mistake through filing of e-form MGT-14 with the consent of the shareholders of the Company.



# RAJNANDINI METAL LIMITED

Reg. cum Corp. Office: Village 3E/17, B.P., N.I.T, Faridabad - 121001

Ph: 0129-4074043

E-mail: [info@rajnandinimetal.com](mailto:info@rajnandinimetal.com)

Website- [www.rajnandinimetal.com](http://www.rajnandinimetal.com)

CIN: U51109HR2010PLC040255

## Form No. MGT-11

### PROXY FORM

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

#### 8<sup>th</sup> ANNUAL GENERAL MEETING – AUGUST 23, 2018

Name of the Member (s):	
Registered address:	
E-mail ID:	
Folio No./Client ID:	
DP ID:	

I/We being the holder of \_\_\_\_\_ equity shares of Rajnandini Metal Limited \_\_\_\_\_ hereby appoint

1. Name: \_\_\_\_\_ E-mail: \_\_\_\_\_  
Address: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her
2. Name: \_\_\_\_\_ E-mail: \_\_\_\_\_  
Address: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her

as my/our **proxy** to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 23<sup>rd</sup> August, 2018 at 11:00 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	RESOLUTIONS	Tick appropriately
	<b>ORDINARY RESOLUTION</b>	
1.	To receive, consider and adopt the Audited Balance sheet as at 31st March, 2018, Statement of Profit and Loss and Cash flow statement for the year ended 31 <sup>st</sup> march, 2018 together with the report of Directors and Auditors thereon.	For/Against
2.	To rectify the appointment of statutory auditor	For/Against
3.	To appointment of Mr. Surender Sharma as Independent Director	For/Against
4.	To appointment of Mr. Shiv Kumar as Independent Director	For/Against
5	To rectify the error in the list of shareholder as on 31.03.2017	For/Against
	<b>SPECIAL RESOLUTION</b>	
1	Approval of contact/arrangement for material related party transactions with various related parties.	For/Against

AFFIX  
Revenue  
Stamp of  
Rs.1

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

(Signature across the stamp)

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. For the Resolutions, explanatory statement and notes please refer to the Notice of the 25<sup>th</sup> Annual General Meeting.

# RAJNANDINI METAL LIMITED

Reg. cum Corp. Office: Village 3E/17, B.P., N.I.T, Faridabad - 121001

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CIN: U51109HR2010PLC040255

## ATTENDANCE SLIP

8<sup>th</sup> ANNUAL GENERAL MEETING - AUGUST 23, 2018

<b>Members' Name and Address details</b>	
--	--

<b>Reg. Folio No.</b>	
<b>DP &amp; Client No.</b>	
<b>No. of Shares Held</b>	

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 8<sup>th</sup> Annual General Meeting of the Company at its registered office at 3E/17, B.P., N.I.T, Faridabad - 121001 on Thursday, 23<sup>rd</sup> August, 2018 at 11:00 AM

Member's Name: \_\_\_\_\_ Proxy's Name: \_\_\_\_\_ Member's/Proxy's Signature \_\_\_\_\_

**RAJNANDINI METAL LIMITED**  
**Regd. Office: 3E/17, B.P., NIT, Faridabad - 121001**

**DIRECTORS' REPORT**

To,

The Members,

**Rajnandini Metal Limited**

**(Formerly known as Rajnandini Metal Pvt. Ltd.)**

Your directors have pleasure in presenting their Eighth Annual Report and audited standalone financial statement for the financial year ended 31<sup>st</sup> March, 2018.

**1. FINANCIAL RESULTS**

Particulars	(Amount in Rs.)	
	For the year ended	
	31.03.2018	31.03.2017
Revenue from Operations (A)	1,40,87,41,882	1,26,95,35,855
Other Income (B)	28,09,022	6,83,03,142
Total Income (C) A+B	1,41,15,50,904	1,33,78,38,997
Expense (D)	1,39,74,50,033	1,32,98,30,578
Profit /(Loss) before tax (E) C – D	1,41,00,871	80,08,419
Less: Provision for tax Current Tax and Deferred Tax (F)	46,75,647	24,87,099
Profit /(Loss) After Tax (G) E – F	<b>94,25,224</b>	<b>55,21,320</b>

**2. FUTURE PROSPECTS**

The Company is making efforts continuously to improve its business operations. In view of the above, prospects of the Company appears bright in near future.

**3. FINANCIAL PERFORMANCE**

**3.1 REVENUE:**

The total income achieved by your Company during the financial year 2017-18 was Rs. 141.15 crores against the total income of Rs. 133.78 crores achieved during the last fiscal. Operating income for the current year increased to Rs. 140.87 crores against Rs. 126.95 crores during last fiscal.

**3.2 EXPENSES**

The total expenditure for the FY 2017-18 amounted to Rs. 139.74 crores as against expenditure of Rs. 132.98 crores during last fiscal.

**3.3 PROFIT**

During the FY 2017-18, Your Company earned net profit of Rs. 94.24 lacs against the net profit of Rs. 55.21 lacs during the last fiscal.

**3.4 SHARE CAPITAL**

As on 31<sup>st</sup> March, 2018, your Company has an Authorized Capital of Rs. 6,50,00,000 (comprising of 65,00,000 equity shares @ Rs. 10/- each) out of which paid up capital of Rs. 4,50,00,000 (comprising of 45,00,000 equity shares @ Rs. 10/- each). The Company does not have any equity shares with differential rights and hence disclosures as required in Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 are not required. The Company has not issued any sweat equity or stock options.

During the year, Company raised authorized share capital from Rs. 4,50,00,000 to Rs. 5,00,00,000 with the approval of share holders in their meeting held on 01<sup>st</sup> March, 2018 and thereafter authorized capital of the your Company raised from Rs. 5,00,00,000 to Rs. 6,50,00,000 with the approval of shareholders in their meeting held on 20<sup>th</sup> March, 2018 and your Company has not allotted any shares during the financial year 2017-18.

**3.5 RESERVES AND DIVIDEND**

Board of directors of your Company are of the opinion that there is a need to conserve the resources of the company, hence no dividend be declare for the period ended on 31st March, 2018. It is hoped that your company with increase in its income during the year will ensure high returns to investors.

#### 4. PUBLIC DEPOSITS

The Company has not accepted any deposit form the public during the year under review as covered the provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Further, no amount on account of principal or interest on deposit was outstanding as at the end of the year under report.

#### 5. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information on conversation of energy, technology, absorption and foreign exchange earnings and outgo stipulated under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is given below:

##### A) CONSERVATION OF ENERGY

i)	the steps taken or impact on conservation of energy	There are no significant particulars in this regard.
ii)	the steps taken by the Company for utilizing alternate sources of energy	N.A
iii)	the capital investment on energy conservation equipments	N.A

##### B) TECHNOLOGY ABSORPTION

i)	Efforts made towards technology absorption	There are no significant particulars in this regard.
ii)	Benefits derived like product improvement, cost reduction, product development or import substitution	N.A
iii)	In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year:- a. The details of technology imported b. The year of import c. Whether the technology been fully absorbed d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	N.A
iv)	The expenditure incurred on research & development	N.A

##### C) FOREIGN EXCHANGE

No foreign exchange have been occurred during the year.

#### 6. CORPORATE SOCIAL RESPONSIBILITY

As per Section 135 and other provisions of the Companies Act, 2013, is not applicable to the Company.

#### 7. EXTRACT OF THE ANNUAL RETURN

An extract of the annual return in Form MGT-9 of the Companies (Management and Administration) Rules, 2014 is attached to this report as Annexure - III.

#### 8. SECRETARIAL AUDITOR REPORT

As per Section 204 of the Companies Act, 2013 read with (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your company have not require to appoint secretarial auditor.

## 9. STATUTORY AUDITORS

Your Company's Auditors M/s. Sanmarks & Associate, who have been appointed up to the conclusion of the 8<sup>th</sup> Annual General Meeting subject to ratification by the Members of the Company at every Annual General Meeting, have given their consent to continue to act as the Auditors of the Company for the remaining tenure. Members are requested to consider their re-appointment as the Auditors of the Company and to fix their remuneration by passing an ordinary resolution under Section 139 of the Companies Act, 2013.

## 10. PARTICULARS OF EMPLOYEES

There was no employee in the Company who was in receipt of the remuneration in excess of Rs.1.20 Crore, if employed throughout the year or Rs.8.5 Lacs per month, if employed for the part of the financial year or received remuneration in excess of that drawn by the Managing Director / Whole Time Director / Manager and holding 2% or more equity share capital of the company (himself along with and dependent children), and therefore, no disclosure is required to be made under Rules 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## 11. BOARD OF DIRECTORS

Presently the Board of Directors of the Company comprises of the following:

Shri Het Ram	Chairman
Smt. Mithlesh Sharma	Executive Director
Shri Surender Sharma*	Non Executive & Independent Director
Shri Shiv Kumar**	Non Executive & Independent Director

\* Mr. Surender Sharma was appointed in the Board Meeting dated 26<sup>th</sup> February, 2018 as a Non Executive & Independent Director

\*\* Mr. Shiv Kumar was appointed in the Board Meeting dated 22<sup>nd</sup> May, 2018 as a Non Executive & Independent Director

Your Board of Directors met nine(9) times during the FY 2017-18.

## DECLARATION BY INDEPENDENT DIRECTOR(S).

The independent directors have individually declared to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 at the time of their respective appointment and there is no change in the circumstances as on the date of this report which may affect their status as an independent director.

## 12. KEY MANAGERIAL PERSONNELS

Presently the key managerial personnel of the Company comprises of the following:

Shri Manoj Kumar Jangir*	Chief Financial Officer
Shri Rahul Kumar Bansal **	Company Secretary

\* Mr. Manoj Kumar Jangir was appointed in the Board Meeting dated 26<sup>th</sup> February, 2018 as a Chief Financial Officer

\*\* Mr. Rahul Kumar Bansal was appointed in the Board Meeting dated 26<sup>th</sup> March, 2018 as a Company Secretary

## 13. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

Since last report – there is change in Key Managerial Personnel appointment of Mr. Het Ram appointed as Chairman & Managing Director of the Company with effect from March 20, 2018 and appointment of Mr. Surender Sharma as independent director of the Company with effect from Feb 26, 2018 on as an independent and appointment of Mr. Rahul Kumar Bansal as Company Secretary of the Company with effect from March 26, 2018 and appointment of Mr. Shiv Kumar as independent director of the Company with effect from May 22, 2018.

## 14. DETAILS OF SUBSIDIARY & ASSOCIATE COMPANY

The Company has not any subsidiary companies and associates companies. A report as presented in Form AOC-1 annexed to this Report as Annexure 1.

## 15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into during the year under report were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company.

Your Directors draw attention of the members to Note No. 26 to the "Statements of Important Notes to Accounts".

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

Disclosures as required under the Companies Act, 2013 are given in Form AOC-2 annexed as Annexure 2 to this Report.

## 16. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year following Meetings were convened and held as per details below.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.			
Sr. No.	Number of meeting	Date of Meeting	Directors attended the meeting
1	1 <sup>st</sup>	03.04.2017	2
2	2 <sup>nd</sup>	28.06.2017	2
3	3 <sup>rd</sup>	19.08.2017	2
4	4 <sup>th</sup>	22.09.2017	2
5	5 <sup>th</sup>	30.12.2017	2
6	6 <sup>th</sup>	29.01.2018	2
7	7 <sup>th</sup>	10.02.2018	2
8	8 <sup>th</sup>	26.02.2018	3
9	9 <sup>th</sup>	26.03.2018	3

## 17. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) & 134(5) of the Companies Act, 2013, your directors hereby confirm that:

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

## 26. INTERNAL PROCESS & FINANCIAL CONTROL

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. The Company's internal controls are tested for adequacy and effectiveness by the management of the Company on regular basis.

## 27. PREVENTION OF SEXUAL HARASSMENT AT WORK PLACES

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

Further, the officer of the Company look into the matter of its offices of the Company in compliance with the above mentioned Act and Rules for the financial year 2017-18, no case of sexual harassment was pending at the beginning, no case was received during the year nor did any case remain pending at the close of the year.

## 28. COMPLIANCE OF SECRETARIAL STANDARDS

During the year Company has done all the required compliances of Secretarial Standard – 1 & 2 as prescribed by the Institute of Company Secretaries of India.

## MISCELLANEOUS DISCLOSURES

During the year under report:

- there was no change in the general nature of business of your Company;
- no material change or commitment has occurred which would have affected the financial position of your Company between the end of the financial year of your Company to which the financial statements relate and the date of the report;
- no significant and material order was passed by the regulators or courts or tribunals which would have impacted the going concern status and your Company's operations in future; and
- your Company has not made any provision of money for the purchase of, or subscription for, shares in your Company or its holding company, to be held by or for the benefit of the employees of your Company and hence the disclosure as required under Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is not required.

## ACKNOWLEDGEMENT

Your directors thank the Government Authorities, Financial Institutions, Banks, Customers, Suppliers, Shareholders, Employees and other business associates of the Company, who through their continued support and co-operation, have helped as the partner in your company's progress and achievement of its objectives.

**Faridabad**  
**22.05.2016**

Sd/-  
**Het Ram**  
**Managing Director**  
**DIN – 02925990**

Sd/-  
**Mithlesh Sharma**  
**Director**  
**DIN – 06810394**

**Annexure 1.****Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures****Part “A”: Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rupees in million)

1. Sl. No.	1
2. Name of the subsidiary :	NA
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period :	N.A.
4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries. :	Rs.
5. Share capital :	0
6. Reserves & surplus:	0
7. Total assets :	0
8. Total Liabilities :	0
9. Investments :	Nil
10. Turnover :	Nil
11. Profit / (Loss) before taxation :	0
12. Provision for taxation:	Nil
13. Profit / (Loss) after taxation:	0
14. Proposed Dividend:	Nil
15. % of shareholding	0

Names of subsidiaries which are yet to commence operations – Not Applicable

Name of subsidiaries which have been liquidated or sold during the year – Not Applicable

**Part “B”: Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: Not applicable

**Form No. AOC-2**

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

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

**1. Details of contracts or arrangements or transactions not at arm's length basis. Not applicable**

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

Name(s) of the related party and nature of relationship	Nature of contracts/arrangement/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any (Amount in Rs.)
HET RAM	As per Audited Balance Sheet	As per Audited Balance Sheet	As per Audited Balance Sheet	-	-
MITHLESH SHARMA	As per Audited Balance Sheet	As per Audited Balance Sheet	As per Audited Balance Sheet	-	-
HMS METAL PRIVATE LIMITED	As per Audited Balance Sheet	As per Audited Balance Sheet	As per Audited Balance Sheet	-	-
HARYANA METAL TRADERS	As per Audited Balance Sheet	As per Audited Balance Sheet	As per Audited Balance Sheet	-	-
RAJBALA	As per Audited Balance Sheet	As per Audited Balance Sheet	As per Audited Balance Sheet	-	-
NANDINI SHARMA	As per Audited Balance Sheet	As per Audited Balance Sheet	As per Audited Balance Sheet	-	-

**Form No. MGT – 9**  
**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on March 31, 2018**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS**

- i. CIN :-U51109HR2010PLC040255
- ii. Registration Date : March 18, 2010
- iii. Name of the Company : Rajnandini Metal Limited
- iv. Category / Sub Category of the Company : Public Company/ Company having Share Capital and Limited by Shares
- V. Address of the Registered office and contact details:**
- 3E/17, B.P., N.I.T, Faridabad – 121001  
Telephone No.: 0129- 4074043  
E-mail id: [info@rajnandinimetal.com](mailto:info@rajnandinimetal.com)
- vi. Whether listed company: No.
- vii. Name, address and contact details of Registrar and Transfer Agent, if any : NA

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

All the business activities contributing 10% or more of the total turnover of the Company are Trading in Wholesale of metals and metal ores.(NIC code 4662) 100% to total turnover of the Company.

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

Sr. No.	Name And Address Of The Company	CIN / GLN	Holding / Subsidiary / Associate	% Of Shares Held	Applicable Section
	NIL				

**IV. SHARE HOLDING PATTERN (equity share capital break-up as percentage of Total Equity).**

**i. Category-wise share holding**

Sr. No.	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
		Number of shares held dematerialized form	Number of shares held in Physical Form	Total number shares	% of total shares	Number of shares held dematerialized form	Number of shares held in Physical form	Total number of shares	% of total shares	
(A)	Shareholding of Promoter and Promoter Group									

<b>1</b>	<b>Indian</b>									
(a)	Individuals/ Hindu Undivided Family		45,00,000	45,00,000	100		45,00,000	45,00,000	100	
(b)	Central Government/ State Government(s )									
(c)	Bodies Corporate									
(d)	Financial Institutions/ Banks									
(e)	Any Others (Individual Nominees for Promoter)									
	<b>Sub Total(A)(1)</b>		<b>45,00,000</b>	<b>45,00,000</b>	<b>100</b>		<b>45,00,000</b>	<b>45,00,000</b>	<b>100</b>	

## ii. Shareholding of Promoters

Sl. No	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 shar es	% of total shares of the company	% of shares pledged / encumbered to total Shares	
1	Mr. Het Ram	24,97,440	55.50	-	24,97,440	55.50	-	-
2	Mrs. Mithlesh Sharma	20,02,560	44.50	-	20,02,060	44.49	-	-
	<b>Total of Promoters</b>	<b>45,00,000</b>	<b>100.00</b>		<b>44,99,500</b>	<b>99.99</b>		-

## iii. Change in Promoters' shareholding (please specify, if there is no change)

Sr. No		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	Mr. Het Ram	No Change	No Change	No Change	No Change
2.	Mrs. Mithlesh Sharma	20,02,560	44.50	20,02,060	44.49

## iv. Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S.No.	Name of the Shareholders	Shareholding at the beginning of the year		Date-wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.).	Cumulative shareholding during the year.		At the end of the year (or on the date of separation, if separated during the year)	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company	No. of shares	% of total shares of the compa ny
1	Mr. Atma Ram	-	-	100 equity share increase	100	.002	100	.002

	Sharma			on 26 <sup>th</sup> February 2018				
2	Mrs. Rajbala	-	-	100 equity share increase on 26 <sup>th</sup> February 2018	100	.002	100	.002
3	Miss Nandini Sharma	-	-	100 equity share increase on 26 <sup>th</sup> February 2018	100	.002	100	.002
4	Mr. Narpat Singh	-	-	100 equity share increase on 26 <sup>th</sup> February 2018	100	.002	100	.002
5	Mr. Manoj Kumar Jangir	-	-	100 equity share increase on 26 <sup>th</sup> February 2018	100	.002	100	.002

**V. Shareholding of Directors and Key Managerial Personnel :**

S.No.	Name of the Director / KMP	Shareholding at the beginning of the year		Date-wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.).	Cumulative shareholding during the year.		At the end of the year (or on the date of separation, if separated during the year)	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Directors								
1	Mr. Het Ram	24,97,440	55.50	-	24,97,440	55.50	24,97,440	55.50
2	Mrs. Mithlesh Sharma	20,02,560	44.50	500 shares decrease due to transfer of shares as on 26 <sup>th</sup> February, 2018	20,02,060	44.49	20,02,060	44.49
3	Mr. Surender Sharma	-	-	-	-	-	-	-
Key Managerial Personnel								
4	Mr. Manoj Kumar Jangir (Chief Financial Officer)	-	-	100 equity shares allotted as on 26 <sup>th</sup> February 2018	100	.002	100	.002
5.	Rahul Kumar Bansal (Company Secretary)	-	-	-	-	-	-	-

**V. INDEBTEDNESS**

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

	Secured loans excluding Deposits	Unsecured loans	Deposits	Total indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i. Principal Amount				
ii. Interest due but not paid	22,12,59,424.65	Nil	Nil	22,12,59,424.65
iii. Interest accrued but not due	-	-	-	-
<b>Total (i + ii + iii)</b>	22,12,59,424.65	Nil	Nil	22,12,59,424.65
<b>change in indebtedness during the financial year.</b>				
• Addition	-	-	-	-
• Reduction	15,03,506.66	-	-	15,03,506.66
<b>Net change</b>	15,03,506.66	Nil	Nil	15,03,506.66
<b>Indebtedness at the end of the financial year</b>				
i. Principal Amount	21,97,55,917.99	-	-	21,97,55,917.99
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	21,97,55,917.99	Nil	Nil	21,97,55,917.99

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

## **A. Remuneration to Managing Director, whole-time directors and/or Manager**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager
		Managing Director (Mr. Het Ram)
1	Gross Salary	24,00,000
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act 1961.	
	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	Nil
2	Stock Option	Nil
3	Sweat equity	Nil
4	Commission - As % of profit	Nil
	Commission - Others, specify.....	
5	Others, please specify	
	Total (A)	Nil
	Ceiling as per the Act.	1% of the Net profits of the Company (exclusive of any fees payable to directors for attending meetings of the Board or Committee thereof provided that the amount of such fees does not exceed Rs. one lakh rupees per meeting of the Board or committee thereof.)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager
		Whole Time Director (Mrs. Mithlesh Sharma)
1	Gross Salary	6,00,000
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act 1961.	
	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	Nil
2	Stock Option	Nil
3	Sweat equity	Nil
4	Commission - As % of profit	Nil
	Commission - Others, specify.....	
5	Others, please specify	
	Total (A)	Nil
	Ceiling as per the Act.	1% of the Net profits of the Company (exclusive of any fees payable to directors for attending meetings of the Board or Committee thereof provided that the amount of such fees does not exceed Rs. one lakh rupees per meeting of the Board or committee thereof.)

## **B. Remuneration to other directors**

Sr. No.	Particulars of Remuneration	Name of Directors			Total amount
		Mr. Surender Sharma			

	<b>1. Independent Directors</b> <ul style="list-style-type: none"> <li>Fee for attending board committee meetings</li> <li>Commission</li> <li>Others, please specify</li> </ul>	NIL			NIL
	<b>Total (1)</b>	<b>NIL</b>			<b>NIL</b>
	<b>2. Other Non-Executive Directors</b> <ul style="list-style-type: none"> <li>Fee for attending board committee meetings</li> <li>Commission</li> <li>Others, please specify</li> </ul>	Nil			
		Nil			
	<b>Total (2)</b>	<b>Nil</b>			
	<b>Total (B) = (1 + 2)</b>				<b>NIL</b>
	<b>Total Managerial Remuneration</b>				<b>NIL</b>
	Overall Ceiling as per the Act.	1% of the Net profits of the Company (exclusive of any fees payable to directors for attending meetings of the Board or Committee thereof provided that the amount of such fees does not exceed Rs. one lakh rupees per meeting of the Board or committee thereof.)			

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross Salary a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 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	Nil	Nil	35000	35000
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission - As % of profit - Others, specify	Nil	Nil	Nil	Nil
5	Others, please specify				
	<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>35000</b>	<b>35000</b>

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

Type	Section of the Companies Act	Brief Description	Details of penalty / punishment / compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>B. DIRECTORS</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.

Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

RAJNANDINI METAL LIMITED



## Sanmarks & Associates

### INDEPENDENT AUDITOR'S REPORT

To the members of,  
**RAJNANDINI METAL LIMITED**

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of RAJNANDINI METAL LIMITED ("the Company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### **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 accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate



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Phone – 0129-2260853, Mobile – 9810750457, Email : nkaggarwal457@gmail.com

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in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2018 and its profits and its cash flows for the year ended on that date.

### 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 of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) on the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and



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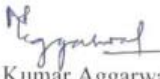
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- g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) We are explained that the Company does not have any pending litigations which would impact its financial position.
  - (ii) We are explained that the Company did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - (iii) We are explained that there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Sanmarks & Associates

**Chartered Accountants**

(Firm's Registration Number: 003343N)

  
Naresh Kumar Aggarwal  
(Partner)  
Membership No. 087351



Place: Faridabad  
Date: 22/05/2018

457, Sector -17, Faridabad – 121002, Haryana,  
Phone – 0129-2260853, Mobile – 9810750457, Email : nkaggarwal457@gmail.com

Sanmarks & Associates

**Annexure A to the Independent Auditors' Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2018, we report that:

- (i). (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
  
(b) We are explained that the management has carried out the physical verification of majority of fixed assets at reasonable intervals as considered appropriate them and no material discrepancies were noticed on such physical verification.
- (ii). (a) As explained to us, physical verification of inventory (except material in transit and lying with third parties) has been conducted by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable.  
  
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.  
  
(c) In our opinion the Company is maintaining proper records of inventories. As far as we could ascertain and according to the information and explanations given to us, no material discrepancies were noticed on physical verification of the inventories as compared to book records.
- (iii). As explained to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Thus, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv). The company has not accepted any deposits from public covered under Section 73 to 76 of the Companies Act, 2013.
- (v). The company is not required to maintained the prescribed cost records as specified u/s. 148(I) of the Act.
- (vi). (a) According to the records of company, the company is regular in depositing with the appropriate authorities undisputed statutory dues including Income Tax, Service Tax , Vat Tax and GST and any other statutory dues applicable to it.  
  
(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Service Tax , Vat Tax & GST which have not been deposited on account of any disputes.
- (vii). The company has not defaulted in repayment of dues to financial institutions and banks.

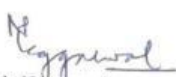


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Sanmarks & Associates

- (viii) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (ix). According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- (x). According to the information and explanations given to us, the Company was not a public company till 13<sup>th</sup> March, 2018, hence provisions of section 197 read with Schedule V to the Act were not applicable to the Company during the present period.
- (xi). In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xv) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Sanmarks & Associates  
**Chartered Accountants**  
(Firm's Registration Number: 003343N)

  
Naresh Kumar Aggarwal  
(Partner)  
Membership No. 087351



Place: Faridabad  
Date: 22/05/2018

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Sanmarks & Associates

**Annexure B to the Auditor's report**

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

We have audited the internal financial controls over financial reporting of the Company as of 31 March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

**Auditors' Responsibility**

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

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

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



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**M/s. RAJNANDINI METAL LIMITED**  
**BALANCE SHEET AS AT 31st MARCH, 2018**

<b>A</b>	<b>EQUITY AND LIABILITIES</b>	<b>NOTE NO.</b>	<b>As At 31-03-2018 Amount (Rs)</b>	<b>As At 31-03-2017 Amount (Rs)</b>
(1)	<b>Shareholders' Funds</b>			
(a)	Share Capital	2	450,00,000.00	450,00,000.00
(b)	Reserves & surplus	3	352,88,101.94	258,62,878.03
			<b>802,88,101.94</b>	<b>708,62,878.03</b>
(2)	<b>Non-Current Liabilities</b>			
(a)	Long-term borrowings	4	-	28,89,418.52
(b)	Loan Term Provisions	5	12,86,637.00	-
(c)	Deferred Tax Liability Net		-	93,357.00
			<b>12,86,637.00</b>	<b>29,82,775.52</b>
(3)	<b>Current Liabilities</b>			
(a)	Short Term Borrowings	6	2197,55,917.99	2212,59,424.65
(b)	Trade Payables	7	792,13,795.00	1280,51,905.00
(c)	Other Current liabilities	8	18,97,678.73	4,09,003.00
(d)	Short-term provisions	9	51,90,055.00	24,96,470.00
			<b>3060,57,446.72</b>	<b>3522,16,802.65</b>
			<b>3876,32,185.66</b>	<b>4260,62,456.20</b>
<b>B</b>	<b>ASSETS</b>			
(1)	<b>Non-Current Assets</b>			
(a)	Fixed Assets			
	- Tangible assets	10	57,49,089.08	69,58,150.58
	- Capital work-in-progress		-	-
(b)	Deferred tax assets (net)		4,21,051.00	-
(c)	Long Term Loans and Advances	11	56,31,000.00	-
(d)	Other non current assets	12	-	-
			<b>118,01,140.08</b>	<b>69,58,150.58</b>
(2)	<b>Current Assets</b>			
(a)	Inventories	13	517,87,893.00	601,09,138.66
(b)	Trade Receivables	14	2479,97,438.00	3390,78,606.63
(c)	Cash and cash equivalents	15	13,01,198.23	2,94,132.90
(d)	Short-term loans and advances	16	593,17,266.35	65,46,502.43
(e)	Other Current Assets	17	154,27,250.00	130,75,925.00
			<b>3758,31,045.58</b>	<b>4191,04,305.62</b>
			<b>3876,32,185.66</b>	<b>4260,62,456.20</b>

Significant Accounting Policies 1 - -

Accompanying Notes from 1 to 24 are integral part of the financial statements.

**As per our Report of even date**

**For SANMARKS & ASSOCIATES  
 CHARTERED ACCOUNTANTS**

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

Sd/-  
 ( NARESH KUMAR AGGARWAL )  
 PARTNER  
 M. NO. 087351  
**PLACE : FARIDABAD**  
**DATE : 22.05.2018**

Sd/-  
 ( HET RAM )  
 MANAGING DIRECTOR  
 DIN - 02925990

Sd/-  
 ( MITHLESH SHARMA )  
 DIRECTOR  
 DIN - 06810394

Sd/-  
 (RAHUL KUMAR BANSAL )  
 COMPANY SECRETARY  
 Membership No. 50382

Sd/-  
 (MANOJ KUMAR JANGIR)  
 CHIEF FINANCIAL OFFICER  
 PAN: AKMPJ4960C

**M/s. RAJNANDINI METAL LIMITED**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2018**

	NOTE NO.	Year Ended 31-03-2018 Amount (Rs)	Year Ended 31-03-2017 Amount (Rs)
<b>INCOME</b>			
Revenue from operations	18	14087,41,882.18	13351,67,352.49
Other Income	19	28,09,022.08	26,71,644.08
<b>Total Revenue</b>		<b>14115,50,904.26</b>	<b>13378,38,997</b>
<b>EXPENSES</b>			
Purchases of Stock in Trade	20	13555,96,713.80	12687,05,954.20
Changes in Inventories	21	83,21,245.66	213,14,536.66
Employee benefits expenses	22	56,05,107.00	47,16,000.00
Finance Cost	23	182,01,227.03	218,24,582.08
Depreciation & Amortisation Exp.	10	13,10,259.00	12,86,696.00
Other Expenses	24	84,15,480.86	119,82,808.41
<b>Total Expenses</b>		<b>13974,50,033</b>	<b>13298,30,577</b>
<b>Profit before Tax</b>		<b>141,00,870.91</b>	<b>80,08,419.22</b>
Less: Tax Expenses			
- Current Tax		51,90,055.00	24,96,470.00
- Deffered Tax		(5,14,408.00)	(9,371.00)
- Earlier years		-	-
- Excess Provision no longer required w/back		-	-
<b>Total Tax Expenses</b>		<b>46,75,647.00</b>	<b>24,87,099.00</b>
<b>Profit for the year after Tax</b>		<b>94,25,223.91</b>	<b>55,21,320.22</b>
Earning per share :	25		
-Basic		2.09	1.23
-Diluted		2.09	1.23

Significant Accounting Policies

1

Accompanying Notes from 1 to 24 are integral part of the financial statements.

**As per our Report of even date**  
**For SANMARKS & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

Sd/-  
 ( NARESH KUMAR AGGARWAL )  
 PARTNER  
 M. NO. 087351

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

Sd/-                      Sd/-                      Sd/-  
 ( HET RAM )                      ( MITHLESH SHARMA )  
 MANAGING DIRECTOR                      DIRECTOR  
 DIN – 02925990                      DIN - 06810394

**PLACE : FARIDABAD**  
**DATE : 22.05.2018**

Sd/-                      Sd/-  
 (RAHUL KUMAR BANSAL )                      (MANOJ KUMAR JANGIR)  
 COMPANY SECRETARY                      CHIEF FINANCIAL OFFICER  
 Membership No. 50382                      PAN: AKMPJ4960C

**M/s RAJNANDINI METAL LIMITED**  
**Cash Flow Statement For The Year Ended 31st March 2018**

PARTICULARS	31.03.2018	31.03.2017
<b>A) Cash Flows From Operating Activities</b>		
Net Profit before taxation	141,00,870.91	80,08,419.22
<b>Adjustments for:</b>		
Depreciation	13,10,259.00	12,86,696.00
Investment income	(3,17,641.00)	(18,69,484.00)
Interest & financial charges paid	182,01,227.03	218,24,582.08
Preliminary Exp W/Off.	-	-
<b>Operating Profit Before Working Capital Changes:</b>	<b>332,94,715.94</b>	<b>292,50,213.30</b>
<b>Adjustments for:</b>		
(Increase) / Decrease in Other Current Assets	442,80,325.37	(790,16,869.28)
Increase / (Decrease) in Other Current Liabilities	(446,55,849.27)	730,25,849.96
Increase / (Decrease) in Loan Term provision	12,86,637.00	
Income taxes paid	(51,90,055.00)	(24,96,470.00)
Dividends paid	-	-
<b>Net cash from operating activities (A)</b>	<b>290,15,774.04</b>	<b>207,62,723.98</b>
<b>B) Cash Flows From Investing Activities</b>		
Purchase of Fixed Assets	(1,01,197.50)	(44,02,053.00)
Increase/Decrease in Long Term Loans & Advances	(56,31,000.00)	25,000.00
Investment income	3,17,641.00	18,69,484.00
<b>Net cash used in investing activities (B)</b>	<b>(54,14,556.50)</b>	<b>(25,07,569.00)</b>
<b>C) Cash Flows From Financing Activities</b>		
Proceeds from issue of Share Capital	-	-
Proceeds from Short-term borrowings	(15,03,506.66)	(82,845.82)
Payment of long-term borrowings	(28,89,418.52)	28,89,418.52
Interest & financial charges paid	(182,01,227.03)	(218,24,582.08)
<b>Net cash used in financing activities (C)</b>	<b>(225,94,152.21)</b>	<b>(190,18,009.38)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>10,07,065.33</b>	<b>(7,62,854.40)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>2,94,132.90</b>	<b>10,56,987.30</b>
<b>Cash and cash equivalents at end of period</b>	<b>13,01,198.23</b>	<b>2,94,132.90</b>

As Per our report of even date attached  
For SANMARKS & ASSOCIATES  
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-  
( NARESH KUMAR AGGARWAL )  
PARTNER  
M. NO. 087351

Sd/- Sd/-  
( HET RAM ) ( MITHLESH SHARMA )  
MANAGING DIRECTOR DIRECTOR  
DIN – 02925990 DIN - 06810394

PLACE : FARIDABAD  
DATE : 22.05.2018

Sd/- Sd/-  
( RAHUL KUMAR BANSAL ) ( MANOJ KUMAR JANGIR )  
COMPANY SECRETARY CHIEF FINANCIAL OFFICER  
Membership No. 50382 PAN: AKMPJ4960C

**M/s. RAJNANDINI METAL LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018**

**1 SIGNIFICANT ACCOUNTING POLICIES**

**1(A) (1A.1) Corporate Information**

M/s Rajnandini Metal Limited Is a limited company domicile in India and incorporated under the provision of The Companies Act 2013. The company is engaged in the business of whole sale trading in Metals/ Copper, Brass and aluminium Scrap. The Company caters to local market of Delhi NCR.

**(1A.2) Basic of Preparation**

The financial statements are prepared under the historical cost convention on accrual basis of accounting as going concern and in accordance with the generally accepted accounting principles, accounting standards as specified under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, as applicable and the relevant provisions, rules and disclosure requirements of the Companies Act, 2013.

All assets & liabilities have been classified as current or non-current, wherever applicable as per the operating cycle of the company as per the guidance set out in the Schedule III to the Companies Act, 2013.

**1(B) SIGNIFICANT ACCOUNTING POLICIES**

**1B.1 Use of Estimates**

The preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect reportable amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting year. Difference between the actual results and estimates are recognized in the year in which the results are known / materialized.

**1B.2 Revenue Recognition**

Sales are recognised net of return on transfer of significant risk and rewards of the ownership to the buyer, which generally coincide with the delivery of goods to customers. Sales excludes Value Added Tax/GST.

**1B.3 Inventories**

Inventories of Goods Traded in has been valued at lower of "Cost" or "Net Realizable Value"

**1B.4 Fixed Assets & Depreciation**

Fixed assets are stated at cost (Gross Block) less accumulated depreciation and impairment losses, if any. Cost comprise of the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Depreciation on Fixed assets has been provided on straight line method (SLM) over their useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

**1B.5 Provision for Income tax**

Provision for Current tax is made based on current tax rate in accordance with the provisions of the Income Tax Act, 1961. The deferred tax resulting from timing differences between the book and taxable profits is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date.

**1B.6 Retirement Benefits**

Provision for gratuity is made based on current rates in accordance with the provision of gratuity is made of Rs. 12,86,637/- /- first time which includes provision for gratuity of preceding previous years amounting to Rs. 11,52,676/- on the basis of the provisions of Gratuity Act, 1972.

**1B.7 Earning per share**

Earning Per Share (EPS) is calculated by dividing the Net Profit or Loss for the period attributable to Equity Shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating Diluted Earning Per Share, the Net Profit or Loss for the period attributable to Equity Shareholders is divided by the weighted average number of equity shares outstanding during the period after adjusting for the effects of all dilutive potential equity shares.

**1B.8 Quantity detail of stock in trade**

Item Name	Unit	Op. Stock	Purchase	Sales	Cl. Stock
Copper Ingot/Scrap/Wire	Kilograms	1,31,662.00	32,05,064.00	32,24,989.00	1,11,737.00
Brass Ingot/Scrap/Wire	Kilograms	26,103.00	6,41,192.25	6,65,949.25	1,346.00
Waste & dust plastic	Kilograms	-	38,510.00	38,510.00	-
Zinc	Kilograms	-	67,236.00	67,236.00	-
Plastic/Plastic Scrap	Kilograms	-	2,89,572.00	2,89,572.00	-
		-	-	-	-

## 2 Share Capital

Particulars	As at 31st March 2018		As at 31st March 2017	
	Number	Amount (Rs.)	Number	Amount (Rs.)
<b><u>Authorized</u></b>				
Equity Share of Rs. 10/- each	65,00,000	650,00,000.00	45,00,000	450,00,000.00
	<b>65,00,000</b>	<b>650,00,000.00</b>	<b>45,00,000</b>	<b>450,00,000.00</b>
<b><u>Issued, Subscribed &amp; fully Paid up</u></b>				
Equity Share of Rs. 10/- each	45,00,000	450,00,000.00	45,00,000	450,00,000.00
	<b>45,00,000</b>	<b>450,00,000.00</b>	<b>45,00,000</b>	<b>450,00,000.00</b>

### 2.1

The following holds more than 5% in equity shares of the company:

Name of the Shareholder	As at 31st March 2018		As at 31st March 2017	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Het Ram	2497440	55.50	2497440	55.50
Mithlesh Sharma	2002060	44.49	2002560	44.50

### 2.2

- (a) Overdraft facility limit of Rs. 17 Crore from Karnataka Bank Limited (amount outstanding Rs. 16,99,10,283.99) is secured by way of Hypothecation of stock and book debts and collateral securities by way of EM of title deeds of various properties owned by directors/family members and relatives.,
- (b) In land letter of credit facility limit of Rs. 5 Crore from Karnataka Bank Limited (amount outstanding Rs. 4,98,45,634) is secured by way of 25% cash margin and hypothecation of goods procured under LC and collateral securities by way of EM of title deeds of various properties owned by directors/family members and relatives.,
- (c) Vehicle loan from HDFC Bank Limited availed Rs. 42,00,000/- is repayable in 36 months of tenure (amount outstanding Rs. 15,16,684.50) is secured by way of hypothecation of vehicle.

## 3 Reserve and Surplus

Particulars	As at 31-03-2018 Amount (Rs)	As at 31-03-2017 Amount (Rs)
<b>Surplus in Statement of Profit &amp; Loss</b>		
Opening Balance	258,62,878.03	203,41,557.81
Add: Net Profit after tax transferred from Statement of Profit & Loss	94,25,223.91	55,21,320.22
	<b>352,88,101.94</b>	<b>258,62,878.03</b>

## 4 Long term borrowings

Particulars	As at 31-03-2018 Amount (Rs)	As at 31-03-2017 Amount (Rs)
<b>Secured Loan'</b>		
HDFC Bank Car Loan	-	28,89,418.52
	<b>-</b>	<b>28,89,418.52</b>

## 5 Long term provisions

Particulars	As at 31-03-2018 Amount (Rs)	As at 31-03-2017 Amount (Rs)
Provision for employee benefits	12,86,637.00	-
	<b>12,86,637.00</b>	<b>-</b>

**6 Short term borrowings**

Particulars	As at 31-03-2018 Amount (Rs)	As at 31-03-2017 Amount (Rs)
Repayable on Demand		
<b>Secured Loan</b>		
Karnataka Bank CC Limit	1699,10,283.99	1712,65,072.65
Karnataka Bank LC Limit	498,45,634.00	499,94,352.00
	<b>2197,55,917.99</b>	<b>2212,59,424.65</b>

**7 Trade Payables**

Particulars	As at 31-03-2018 Amount (Rs)	As at 31-03-2017 Amount (Rs)
Payable to Micro, Small and Medium Enterprises	-	-
Payable to others	792,13,795.00	1280,51,905.00
	<b>792,13,795.00</b>	<b>1280,51,905.00</b>

**8 Other Current Liabilities**

Particulars	As at 31-03-2018 Amount (Rs)	As at 31-03-2017 Amount (Rs)
Other Payables		
-Current maturity of long term borrowings(HDFC Car Loan)	15,16,684.50	-
-Statutory Dues	3,44,294.23	3,65,253.00
-Professional Fee Payable	-	15,000.00
-Audit Fee Payable	36,700.00	28,750.00
	<b>18,97,678.73</b>	<b>4,09,003.00</b>

**9 Short-Term Provisions**

Particulars	As at 31-03-2018 Amount (Rs)	As at 31-03-2017 Amount (Rs)
Provision for Others		
-Provision for Income Tax	51,90,055.00	24,96,470.00
	<b>51,90,055.00</b>	<b>24,96,470.00</b>

**11 Long-Term Loans and Advances**

Particulars	As at 31-03-2018 Amount (Rs)	As at 31-03-2017 Amount (Rs)
(Unsecured, considered good)		
<b>Capital Advances</b>		
Deposit with HSIIDC for Industrial Plot	56,31,000.00	-
	<b>56,31,000.00</b>	<b>-</b>

**12 Other non current assets**

Particulars	As at 31-03-2018 Amount (Rs)	As at 31-03-2017 Amount (Rs)
	-	-

**13 Inventories**

Particulars	As at 31-03-2018 Amount (Rs)	As at 31-03-2017 Amount (Rs)
(At cost or net relizable value. Whichever is lower)		
Stock-in-trade	517,87,893.00	601,09,138.66
	<b>517,87,893.00</b>	<b>601,09,138.66</b>

**14 Trade Receivables**

Particulars	As at 31-03-2018 Amount (Rs)	As at 31-03-2017 Amount (Rs)
(Unsecured, Considered Good)		
Debts outstanding for a period exceeding six months from the date they are due for payment	8,29,500.00	614,44,271.63
Other receivables	2471,67,938.00	2776,34,335.00
	<b>2479,97,438.00</b>	<b>3390,78,606.63</b>

**15 Cash and Cash Equivalents**

Particulars	As at 31-03-2018 Amount (Rs)	As at 31-03-2017 Amount (Rs)
Cash on Hand	9,91,260.59	1,21,494.59
<b><u>Balances with Banks</u></b>		
ICICI Bank Ltd	1,39,920.36	1,46,774.11
State Bank Of India	1,60,579.90	25,864.20
Karnataka Bank	9,437.38	-
	-	-
	<b>13,01,198.23</b>	<b>2,94,132.90</b>

**16 Short-Term Loans & Advances**

Particulars	As at 31-03-2018 Amount (Rs)	As at 31-03-2017 Amount (Rs)
(Unsecured, considered good)		
<b>a) Balances with Government Authorities</b>		
Custom Additional Duty Refundable	-	3,62,199.40
VAT Receivable	-	2,62,976.03
Advance Tax A.Y. 2018-19	38,00,000.00	-
T.C.S. A.Y. 2018-19	13,27,933.35	-
T.C.S. A.Y. 2017-18	-	13,44,164.00
T.D.S. A.Y. 2017-18	-	1,39,663.00
Advance Tax A.Y. 2016-17	-	10,00,000.00
<b>b) Others</b>		
SN Cinema Advertising (P) Ltd	-	34,37,500.00
Haryana Metal Traders (Advanced agt purchase)	501,89,333.00	-
Unique Enterprises (Advanced agt purchase)	40,00,000.00	-
		-
	<b>593,17,266.35</b>	<b>65,46,502.43</b>

**17 Other current assets**

Particulars	As at 31-03-2018 Amount (Rs)	As at 31-03-2017 Amount (Rs)
FDR with Karnataka Bank (Margin money agt. L/c.)	125,00,000.00	130,75,925.00
Insurance Claim Receivable	29,27,250.00	-
	<b>154,27,250.00</b>	<b>130,75,925.00</b>

**18 Revenue from Operations**

Particulars	Year Ended 31-03-2018 Amount (Rs)	Year Ended 31-03-2017 Amount (Rs)
<b>Sale of Tradable Products</b>		
Sale of Goods	14087,41,882.18	12695,35,854.98

Surplus of Trading in Commodity Derivatives		656,31,497.51
	<b>14087,41,882.18</b>	<b>13351,67,352.49</b>

#### 19 Other Income

Particulars	Year Ended 31-03-2018 Amount (Rs)	Year Ended 31-03-2017 Amount (Rs)
Commission on Consigement Sale	-	8,01,603.00
Short & Excess W/Off.	10,661.08	557.08
Interest received on loans & advances	1,25,000.00	6,25,000.00
Interest received on FDRs	1,92,641.00	12,44,484.00
Stock loss by Burglary	24,80,720.00	-
	<b>28,09,022.08</b>	<b>26,71,644.08</b>

#### 20 Purchases of Stock-in-Trade

Particulars	Year Ended 31-03-2018 Amount (Rs)	Year Ended 31-03-2017 Amount (Rs)
Purchase of goods	13555,96,713.80	12039,63,977.89
Deficit of Trading in Commodity Derivates		647,41,976.31
	<b>13555,96,713.80</b>	<b>12687,05,954.20</b>

#### 21 Changes in inventories

Particulars	Year Ended 31-03-2018 Amount (Rs)	Year Ended 31-03-2017 Amount (Rs)
<b>Opening Stock</b>		
Stock in Trade	601,09,138.66	814,23,675.32
	<b>601,09,138.66</b>	<b>814,23,675.32</b>
<b>Closing Stock</b>		
Stock in Trade	517,87,893.00	601,09,138.66
	<b>517,87,893.00</b>	<b>601,09,138.66</b>
<b>(Increase) / Decrease in inventories</b>	<b>83,21,245.66</b>	<b>213,14,536.66</b>

#### 22 Employee benefits expenses

Particulars	Year Ended 31-03-2018 Amount (Rs)	Year Ended 31-03-2017 Amount (Rs)
Salaries & Wages	13,18,470.00	17,16,000.00
Director's Remuneration	30,00,000.00	30,00,000.00
Provision for Gratuity	12,86,637.00	-
	<b>56,05,107.00</b>	<b>47,16,000.00</b>

#### 23 Finance Costs

Particulars	Year Ended 31-03-2018 Amount (Rs)	Year Ended 31-03-2017 Amount (Rs)
Bank Interest & Charges	170,73,761.05	215,34,963.56
Interest on Vehicle Loan	2,27,465.98	2,89,618.52
Interest on unsecured loans	9,00,000.00	
	<b>182,01,227.03</b>	<b>218,24,582.08</b>

**24 Other Expenses**

Particulars	Year Ended 31-03-2018 Amount (Rs)	Year Ended 31-03-2017 Amount (Rs)
Payment to Auditors		
-For Audit fee	50,000.00	28,750.00
Cartage Inward	2764074.00	3494996.38
Loading & Unloading	1319784.00	1603990.00
Import Expenses/Clearing Charges	46809.00	89133.00
Inland Haulage	71738.00	311708.00
Insurance on Inward Cartage	42,181.94	20,051.03
Commission on Consignment	7708.00	0.00
Cartage Outward	808387.00	1253452.00
Computer Repair & Maint.	24852.00	0.00
Vat Tax Demand	0.00	45193.00
Loss on Sale of Car	0.00	89384.00
Courier Exp	4274.75	6070.00
Diwali Exp	6258.00	15270.00
Electricity Exp.	145976.00	213302.00
Fee, Rate & Taxes	79670.00	30600.00
General Exp.	16895.60	52993.00
Insurance Exp	245714.00	175298.00
Telephone & Mobile Exp.	123793.91	136997.00
Service tax on Commission	0.00	119291.00
Printing & Stationery	24098.00	25606.00
Professions Fee	198000.00	51500.00
Rent paid	1920000.00	1840000.00
Repair & Maint.	27209.00	79064.00
Charity Exp	21000.00	0.00
Sales Promotion Exp	29737.29	59500.00
Generator Repair & Maint Exp	11498.31	0.00
Tour & Travel \Conveynce Exp	43600.00	0.00
Interest on Income Tax	20127.00	39398.00
Vehicle Running & Maint. Exp	362095.06	271587.00
Consigement Sale Exp	-	19,29,675.00
	<b>84,15,480.86</b>	<b>119,82,808.41</b>

**25 Earning per Share****"Earning per Share" computed in accordance with Accounting Standard (AS) - 20:**

Particulars	Year Ended 31-03-2018	Year Ended 31-03-2017
Profit attributable to Equity Shareholders (In Rs.)	94,25,223.91	55,21,320
Wheighted average number of Equity Shares of Rs. 10/- Each (No. of Shares)	45,00,000	45,00,000
Earning per Shares - Basic & Diluted (In Rs.)	2.09	1.23

**26 Related Party Disclosure**

As per Accounting Standard (AS) - 18 "Related Party Disclosures" the Company's related parties and transactions are disclosed below:

**26.1 Related parties & relationship with whom transactions have taken place during the year:****26.1.1 Key Management Personnel (KMP):**

Mr. Het Ram	- Director
Mrs. Mithlesh Sharma	- Director

**26.2 Transactions with related Parties:**

Name of the Party	Nature of Transactions	Year Ended 31-03-2018 Amount (Rs.)	Year Ended 31-03-2017 Amount (Rs.)
Mr. Het Ram	Remuneration	24,00,000.00	24,00,000.00
Mrs. Mithlesh Sharma	Remuneration	6,00,000.00	6,00,000.00
HMS Metal Private Limited	Sales	408,83,376.00	28,71,818.00
Haryana Metal Traders	Sales	1844,66,323.00	-
Haryana Metal Traders	Purchases	1997,14,430.00	2131,82,995.00
Mrs. Mithlesh Sharma	Rent	8,40,000.00	8,40,000.00
Mrs. Rajbala	Rent	8,40,000.00	8,40,000.00
Nandini Sharma	Interest on Loan	9,00,000.00	-

As per our Report of even date  
For SANMARKS & ASSOCIATES  
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-  
( NARESH KUMAR AGGARWAL )  
PARTNER  
M. NO. 087351

Sd/-  
( HET RAM )  
MANAGING DIRECTOR  
DIN - 02925990

Sd/-  
( MITHLESH SHARMA )  
DIRECTOR  
DIN - 06810394

PLACE : FARIDABAD  
DATE : 22.05.2018

Sd/-  
(RAHUL KUMAR BANSAL )  
COMPANY SECRETARY  
Membership No. 50382

Sd/-  
(MANOJ KUMAR JANGIR)  
CHIEF FINANCIAL OFFICER  
PAN: AKMPJ4960C

**RAJNANDINI METAL LIMITED**  
**Annexure "B"**

**Particulars of Depreciation allowable as per the Income-Tax Act, 1961 in respect of each asset or block of assets in the following form.**

Description of asset/block of assets.	Rate of depreciation (in Percentage).	Actual cost or written down values, as the case may be.	Additions/deductions during the year with dates; in the case of any addition of an asset, date put to use;		Adjustments on account of				Depreciation allowable	Written down value at the end of the year	
			A-Additions; D-Deduction ;	Date of additions/Deductions	Particulars	Amount	In Case of addition date put to use. In case of deduction NA	Central value added Tax credit claimed and allowed under the Central Excise Rules, 1994 in respect of assets acquired on or after 1st March, 1944.			Change in the rate of exchange of currency, and
Computer	40%	50,246						0	0	0	30,148
PLANT AND MACHINERY	15%	38,375						0	0	0	32,619
Air Conditioner	15%	3,272									
Car Micra	15%	2,75,097									
Car verna	15%	3,60,436									
Mobile Phone	15%	27,968	A	15-Mar-2018	Mobile Phone	70,438	15-Mar-2018				
Inverter Battery	15%	93,465									
Mahindra XUV	15%	5,15,909									
Motor Cycle	15%	24,704									
Weighing Machine	15%	32,929									
Motor Cycle Platina -2	15%	36,807									
Counting Machine	15%	13,577									
mahindra Bolero	15%	3,58,798									
TALLY SOFTWARE	40%	1,890									
Software	40%	224									
CCTC/EPBX	15%	1,69,650									
CAR BMW	15%	45,10,471									
Generator	15%	2,24,481									
Computer	40%	0	A	12-Jul-2017	Computer	30,760	12-Jul-2017				
Total		67,39,499								10,41,423	57,98,075



For Rajnandini Metal Limited

*W. S. Sharma*  
Director

*[Signature]*  
Managing Director



Fixed Assets Chart as at 31st March 2018

Fixed Assets Chart as at 31st March 2018										₹ in rupee	
Assets	Useful Life (in Years)	Gross Block			Accumulated Depreciation/ Amortisation				Net Block		
		Balance as at 1st April 2017	Additions during the year	Addition on account of business acquisition	Deletion during the year	Balance as at 31st March 2018	Balance as at 1st April 2017	Provided during the year	Deletion / adjustments during the year	Balance as at 31st March 2018	Balance as at 31st March 2017
A Tangible assets											
Own Assets											
COMPUTER	3.00	4,46,278.00				4,46,278.00	3,16,620.00	89,917.00		4,06,537.00	39,741.00
TALLY ERP9	3.00	51,300.00				51,300.00	49,368.00	515.00		49,883.00	1,417.00
GABA SOFTWARE	3.00	3,500.00				3,500.00	3,194.00	131.00		3,325.00	175.00
COMPUTER (DELHI)	3.00	39,000.00	30,760.00			69,760.00	37,050.00	7,019.00		44,069.00	25,691.00
TALLY ERP9 DELHI	3.00	17,500.00				17,500.00	16,625.00			16,625.00	875.00
CELLULAR PHONE	5.00	64,774.00	70,438.00			1,35,212.00	55,117.25	3,239.00		58,356.25	76,855.75
AIR CONDITIONER	5.00	8,674.00				8,674.00	8,240.00			8,240.00	434.00
INVERTOR	5.00	1,40,850.00				1,40,850.00	85,866.00	15,856.00		1,01,722.00	39,128.00
WEIGHT MACHINE	5.00	45,609.00				45,609.00	36,297.00	6,504.00		42,801.00	2,808.00
NOTE COUNTING MACHINE	5.00	30,600.00				30,600.00	25,885.00	3,185.00		29,070.00	1,530.00
INVERTOR DELHI	5.00	23,400.00				23,400.00	16,621.00	5,080.00		21,701.00	1,699.00
WEIGHT MACHINE DELHI	5.00	21,165.00				21,165.00	14,993.00	4,586.00		19,579.00	1,586.00
CCTV EPBX SYSTEM	5.00	2,25,000.00				2,25,000.00	57,950.00	42,750.00		1,00,700.00	1,24,300.00
TEMPO EICHER	6.00	10,53,541.00				10,53,541.00	10,53,541.00			10,53,541.00	
MAHINDRA BOLERO	8.00	7,43,075.00				7,43,075.00	3,79,284.00	91,010.00		4,70,294.00	2,72,781.00
MAHINDRA XUV	8.00	13,71,503.00				13,71,503.00	8,04,486.00	1,72,120.00		9,76,606.00	3,94,897.00
CAR MICRA	8.00	6,20,000.00				6,20,000.00	3,99,150.00	79,467.00		4,78,617.00	1,41,383.00
CAR VERNA	8.00	9,55,683.00				9,55,683.00	6,43,059.00	1,23,931.00		7,66,990.00	1,88,693.00
MOTOR CYCLES	10.00	1,48,455.00				1,48,455.00	77,389.00	13,931.00		91,320.00	57,135.00
CAR BMW	8.00	52,56,437.00				52,56,437.00	5,74,608.00	6,24,202.00		11,98,810.00	40,57,627.00
PLANT and MACHINERY	15.00	1,10,000.00				1,10,000.00	39,100.00	7,138.00		46,238.00	70,900.00
GENERATORS	15.00	3,10,700.00				3,10,700.00	34,450.00	19,678.00		54,128.00	2,76,250.00
Total (A)		1,16,87,044.00	1,01,198.00			1,17,88,242.00	47,28,893.25	13,10,259.00		60,39,152.25	57,49,089.75
P.Y Total		73,95,607.00	52,91,437.00	10,00,000.00		1,16,87,044.00	35,52,813.00	12,86,696.00	1,10,616.00	47,28,893.00	69,58,151.00
											38,42,794.00

General Notes :

1. No depreciation if remaining useful life is negative or zero.
2. Depreciation is calculated on pro-rata basis in case assets is purchased/sold during current F.Y.
3. If above assets is used for any time during the year for double shift, the depreciation will increase by 50% for that period and in case of the triple shift the depreciation shall be calculated on the basis of 100% for that period.

Withdrew Shans

Director

Managing Director

## M/s. RAJNANDINI METAL LIMITED

Financial Year : 2017-18

Annexure "K"

SIGNIFICANT ACCOUNTING POLICIES FOLLOWED IN PREPARATION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018.

### 1. Basis of Accounting

The Financial statements have been prepared under the historical cost convention on accrual basis of accounting as going concern, in accordance with the generally accepted accounting principles. All Income and expenditure having material bearing on the Financial Statements are recognised on accrual/mercantile basis, unless otherwise stated.

### 2. Inventories

Inventories are valued at lower of Cost and Net Realizable Value. Cost is determined by using the first in first out (FIFO) method and includes all charges in bringing the inventory to their present location and condition including non refundable levies & taxes and freight inwards. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Exclusive method of accounting have been followed for valuing inventories whereby VAT/GST and other levies credit of which is subsequently available have not been included in the cost of inventories. There is no impact of this on the taxable income for the year.

### 3. Revenue Recognition

Revenue from sale of goods is recognized when all the significant risk and rewards of ownership of the goods have been passed to the buyer, which takes place usually on delivery of the goods and where there is reasonable certainty of its ultimate collection. Interest on refund of any tax, duty or cess is recognised in the year in which such interest is received. Other interest income is recognised on the time basis, determined by the amount outstanding and the rate applicable.

### 4. Fixed Assets:

Fixed Assets being land, building, plant & Machinery or furniture are stated at cost of acquisition less accumulated depreciation. Cost for this purpose includes purchase price, non refundable taxes or levies and all direct costs attributable to bringing the asset to its working condition for its intended use. Subsequent expenditure related to an item of fixed asset is added to its book value only if it increase the future benefits from the existing assets beyond its previously assessed standard of performance.

### 5. Depreciation on Fixed Assets

Depreciation on Fixed Assets has been provided on Straight Line Method (SLM), under Block of Assets concept, at the rates prescribed under chapter C of Schedule II of Companies Act, 2013.

For Rajnandini Metal Limited



For Rajnandini Metal Limited  
Managing Director

11.11.2018

#### 6. Foreign Currency Transaction

Foreign currency transactions are recorded at the exchange rate prevailing at or near the date of transaction. Monetary assets and liabilities denominated in foreign currency are reported at the exchange rate prevailing at the Balance sheet date. In respect of monetary items the exchange difference arising on the settlement thereof or on conversion thereof at the last day of previous year, is recognised as income or expense in that previous year. Exchange difference arising on settlement of a liability incurred in connection with an item of fixed assets is dealt with in accordance with the provisions of Income Tax Act, 1961.

#### 7. Government Grants

Government Grants & subsidies i.e. cash incentive, duty draw back etc are recognised in the Statement of Profit and Loss when there is reasonable assurance that the grant/subsidy will be received and all the attaching conditions will be complied with. Grant or subsidy relating to an asset is deducted from the cost or WDV of related asset.

#### 8. Borrowing Costs

Borrowing Costs includes interest and amortisation of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition of an asset are capitalised as part of cost of the respective asset. All other borrowing costs are charged to the statement of profit and loss account in the period these costs occur.

#### 9. Provisions, Contingent Liabilities & Contingent Assets

A provision is recognized when there is a present obligation as a result of past event and it is reasonably certain that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate of the amount of the obligation can be made. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date and are not discounted to its present value. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the assessee or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent Liabilities are not recognised in the books of accounts but disclosed by way of Notes to Accounts. Contingent assets are neither recognised nor disclosed in the financial statements.

For Rajnandini Metal Limited



For Rajnandini Metal Limited

Wither & Shans

Managing Director