



RDB RASAYANS LIMITED

(AN ISO 9001-2008 Company)

REGD. OFFICE : BIKANER BUILDING, 3RD FLOOR, ROOM NO.-9, 8/1, LAL BAZAR STREET, KOLKATA-700 001 • PHONE : +91-33-4450 0500, 22305666 • FAX : +91-33-2242 0588

21st September, 2017

To
The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street
Mumbai- 400 001

Dear Sir/Madam,

**Sub: Submission of Annual Report to Stock exchange pursuant to Regulation 34 of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

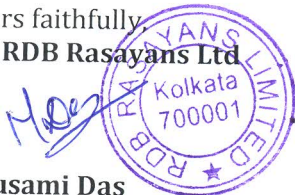
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Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report and Annual Accounts of the Company for the financial year ended 31st March, 2017, which has been duly approved and adopted by the members as per the provisions of the Companies Act, 2013 at the Annual General Meeting of the Company held on 06th September, 2017.

Please take the same on your records.

Thanking You,

Yours faithfully,
For **RDB Rasayans Ltd**



Mausami Das
Company Secretary & Compliance Officer

Disclaimer

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



GOING TOGETHER
GROWING TOGETHER

RDB RASAYANS LIMITED
CIN: L36999WB1995PLC074860

Registered Office:
Bikaner Building, 8/1 Lal Bazar Street, 3rd Floor,
Room No. 9, Kolkata-700001
Phone: 033-44500500 Fax: 033-22420588
Email: info@rdbindia.com, Website: www.rdbgroup.in

If undelivered, please return to : **RDB RASAYANS LIMITED**, Bikaner Building, 8/1, Lal Bazar Street, 3rd Floor, R. No. 9, Kolkata - 700 001



FOCUSED

RDB Rasayans Limited 22nd Annual Report, 2016-17

CORPORATE INFORMATION

BOARD OF DIRECTORS

Sri Shanti Lal Baid	Chairman & Managing Director
Sri Sandeep Baid	Whole- Time Director
Sri Mahendra Pratap Singh	Non-Executive & Independent Director
Sri Sharad Kumar Bachhawat	Non-Executive & Independent Director
Smt. Pragma Baid	Non-Executive Director
Sri Abhay Bharat Kumar Doshi	Non-Executive & Independent Director

KEY MANAGERIAL PERSONNEL

Sri Bidhan Neogi	Chief Financial Officer
Ms. Mausami Das	Company Secretary

REGISTERED OFFICE

"Bikaner Building"
8/1, Lal Bazar Street,
3rd Floor, Room No. -9
Kolkata-700 001

PLANT LOCATION

126, Basudevpur,
HPL Link Road,
Haldia- 721 602,
Dist. Purba Medinipur
West Bengal

AUDITORS

M/s. S.M. Daga & Co.	Statutory Auditor
M/s Garg Narendra & Co.	Internal Auditor
Ms. Disha Dugar	Secretarial Auditor

SOLICITORS

Dipayan Choudhury	Advocates
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BANKERS

AXIS Bank Limited	Kotak Mahindra Bank
State Bank of India	HDFC Bank
	Oriental Bank of Commerce

REGISTRAR & SHARE TRANSFER AGENT

M/s Link Intime India Private Limited

Main Office

C-101, 247 Park,
L.B.S Marg, Vikhroli West, Mumbai- 400 083
Phone No. : 022-4918 6270
Fax No. : 022- 4918 6060
e-mail id-mumbai@linkintime.co.in

Branch Office

Contact Person Mr. S.P Guha
59C, Chowringhee Road, 3rd Floor, Kolkata 700 020
Phone No. 033-2289 0540, 2290-9469
Fax No. 033-2289-0539
e-mail id: kolkata@linkintime.co.in

VIEW OF THE FACTORY SHED



A BRIEF VIEW OF THE PROCESS



Tape plant



Loom



Needle loom



Lamination plant



Liner plant



Online printing



Cutting



FIBC bag / Jumbo bag



Stitching



Quality checking



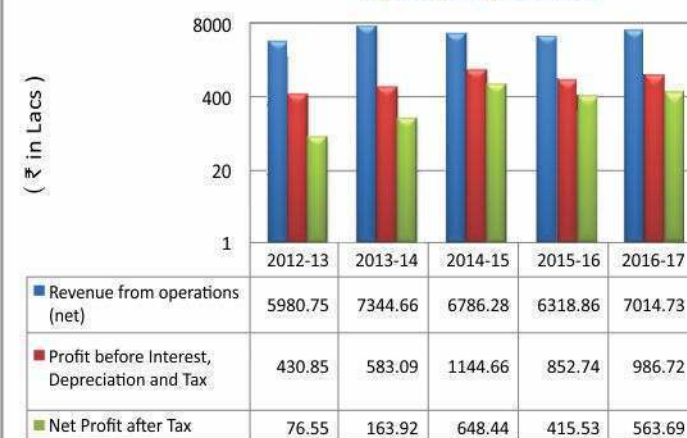
PP woven bags

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FINANCIAL HIGHLIGHTS

Operating Results



CORPORATE IDENTITY

About the Company

- RDB Rasayans Limited is one of the most competitive manufacturers of polymer-based woven bags & FIBC (Jumbo bags) in India. It was incorporated in the year 1995 and the shares of the Company were listed in BSE Ltd in the year 2011. The Company has started its business of manufacturing packaging material from 2003 and its plant is located at Haldia, West Bengal, on National Highway 41 in Eastern India, just 125 km from Kolkata. The Company is catering a substantial market share in the domestic woven sack industry and FIBC (Jumbo bags) and has also marked its global presence by exporting to various countries and received appreciation for quality products.
- The Company installed and commissioned 540KWp Roof Top Solar Power Plant at its factory premises, Haldia as a measure of cost effective and eco friendly alternative source of energy. The manufacturing facilities of the Company are vertically integrated. It facilitates manufacturing from the base material to final product under the same roof virtually in sequential process.

Vision

We aim to deliver quality product and services emphasizing on customer satisfaction, to acquire a strong position and become a renowned company in the global market.

Application

- Crushed stone sand gravel cement
- Carbon black
- Chemicals
- Mineral and speciality mineral
- Pharmaceuticals
- Agriculture
- Absorbant polymer
- Ferro Alloys
- Rubber
- Food
- Refractories
- Plastic

Quality Policy

We shall consistently care for our customers with our products & services emphasizing on continual improvement through training, creativity and customer satisfaction.

Accreditation

The Company's plant is accredited with quality certification - ISO 9001:2008 and also awarded with BIS certificate.

PRODUCT PORTFOLIO

Fabric	Woven sacks	FIBC
<ul style="list-style-type: none"> Un-laminate and laminate fabric Ventilated fabric Transparent fabric PP and jute mix fabric Packing fabric 	<ul style="list-style-type: none"> Food grade bags Fertilizer bags Sugar bags with inner liner Standard cement bags Perforated laminated cement bags Normal standard and gusseted bags Tea/ coffee bags Valve bags 	<ul style="list-style-type: none"> Circular bags U-Panel bags 4-Panel bags Bags in bags Baffle bags(Q-bags) One panel baffle bags Pallet less baffle bags Single loop and two-loop bags Potato's bags Conductive bags Tunnel bags UN- certified bags Sleeve bags Asbestos bags Conical bags
Liner		
<ul style="list-style-type: none"> LDPE liner LLDPE liner HM-HDPE liner FORM-Fit liner Small bag liner Bulk Container liner 		

RDB RASAYANS LIMITED

CIN : L36999WB1995PLC074860

Registered Office : Bikaner Building, 8/1, Lal Bazar Street, 3rd Floor, Room No. 9

Kolkata - 700 001, Phone : 033-44500500, Fax : 033-22420588.

E-mail : info@rdbindia.com, Website : www.rdbgroup.in

NOTICE

Notice is hereby given that the twenty-second Annual General Meeting of the members of **RDB RASAYANS LIMITED** will be held on Wednesday, the 6th day of September, 2017 at 11:30 a.m., at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata- 700 017 to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Smt Pragya Baid (DIN: 06622497), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of Statutory Auditor, fix their remuneration in this regard and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, as amended from time to time, and the recommendations of the Audit Committee and the Board of Directors, the consent of the Company be and hereby accorded for ratification of appointment of M/s. S.M. Daga & Co., Chartered Accountants (Firm Registration No. 303119E) as the Statutory Auditors of the Company, for the financial year 2017-18, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS:

4. **Creation of charge/mortgage etc on the properties of the Company in terms of section 180(1)(a) of the Companies Act, 2013:**

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to mortgage and/or create charge, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, on the movable and / or immovable assets and properties of the Company, wherever situate, present and future, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), corporate body(ies), etc. to secure the loans, borrowings, debentures, and / or working capital facilities and other credit facilities availed / to be availed by the Company as the Board deem fit, subject to the limits approved under section 180(1)(c) of the Act from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Sri Sandeep Baid, Whole Time Director of the Company and Sri Shanti Lal Baid, Managing Director of the Company, be and are hereby severally authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings as may be required in this regard and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to any other person.”

5. Revision in the remuneration of Sri Shanti Lal Baid (DIN: 00056776), Managing Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 197 and the Rules made thereunder, as amended from time to time, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee, and in partial modification of the resolution passed by the members at the 19th Annual General Meeting of the Company held on 05th September, 2014 for the appointment of Sri Shanti Lal Baid as the Managing Director of the Company and subject to all the statutory approvals as may be necessary, consent of the members be and is hereby accorded for revision in the remuneration of Sri Shanti Lal Baid(DIN: 00056776), Managing Director of the Company, w.e.f 01.04.2017 on the terms and conditions as set out in the Explanatory Statement accompanying this Notice and as contained in the Supplementary Agreement dated 11th February, 2017 entered into by the Company with Sri Shanti Lal Baid, a copy whereof has been submitted to this meeting, which Agreement be and is hereby specifically approved, with liberty to the Board of Directors to alter, vary, and modify the terms and conditions of the said remuneration in such manner as may be agreed to between the Board of Directors and Sri Shanti Lal Baid subject to the same being in conformity with the provisions of Schedule V and other applicable provisions of the Companies Act, 2013 for the time being in force.

RESOLVED FURTHER THAT in pursuance of the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder Sri Shanti Lal Baid may be paid remuneration as mentioned in Explanatory Statement as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office, within the limits as per Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of directors or directors(s) to give effect to the aforesaid resolution.”

6. Approval for adoption of new set of Articles of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary.”

By order of the Board
For **RDB Rasayans Limited**

Place: Kolkata
Date: 27th day of May, 2017

Mausami Das
Company Secretary

NOTES

1. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE IN THE MEETING ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE MUST BE DULY COMPLETED AND SIGNED, AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED HERewith.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. The business set out in the Notice will also be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note no. 21. The Company will also send communication relating to remote e-voting which inter-alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
4. Corporate Members intending to send their authorized representatives to attend the meetings are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The details of Director seeking re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 are annexed hereto and forms part of this Notice. The Director has furnished the requisite declaration for his re-appointment.
6. Pursuant to the provision of section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 31st August, 2017 to Wednesday, 6th September, 2017 (both days inclusive).
7. Members who hold shares in the physical form and wish to make/ change a nomination in respect of the shareholding in the Company, as permitted u/s 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13/14 as required, to the Company's Registrar & Share Transfer Agent.
8. Members who have not yet encashed their dividend warrant(s) for the Financial Years ended 31 March, 2012 onwards, are requested to make their claims to the Company accordingly, without any delay. Members wishing to claim dividends, which remain unclaimed, are requested to write to the Company Secretary & Compliance Officer at the registered office or M/s Link Intime India Pvt. Ltd, the Registrar and Share Transfer Agent of the Company.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ RTA, quoting their folio number.
10. Members/ Proxies/ authorized representatives should bring the attendance slips duly filled-in for attending the meeting and deliver the same at the entrance of the meeting place. Proxy/ Authorized Representative of a member should mark on the Attendance Slip as "Proxy" or "Representative", as the case may be. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID no. for easy identification of attendance at the meeting.

11. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants or send an e-mail to kolkata@linkintime.co.in, for receiving all communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.
13. The Notice of the 22nd AGM and instructions for e-voting along with Attendance Slip, Proxy Form and Route Map showing direction to reach the venue of the AGM is being sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository participants. Physical copies of the aforesaid documents are being sent by the permitted mode to the members who have not registered their e-mail addresses. Members may also note that Notice of 22nd Annual General Meeting and Annual Report for 2016-17 will also be available on Company's website at www.rdbgroup.in. The physical copies of the aforesaid documents will also be available at the Company's administrative office in Kolkata for inspection during normal business hours (1.00 P.M. to 5 P.M.) on all working days except Saturdays.
14. Non-Resident Indian Members are requested to inform the RTA immediately of :
 - o Change in their residential status on return to India for permanent settlement.
 - o Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.
16. The Company has designated an exclusive e-mail ID investor.rasayans@rdbindia.com which would enable the members to communicate their grievances. The members may send their grievances, if any, to this e-mail ID for its quick redressal.
17. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to send their queries at an early date so that the desired information may be made available at the meeting.
18. Members are requested to bring their copies of Annual Report to the meeting, as the same will not be supplied again at the meeting as a measure of economy.
19. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA Circular, no gifts/coupons shall be distributed at the Meeting.
20. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including the Annual Report can be sent by e-mail to its members. To support this green initiative, the Company requested its valued shareholders to register their e-mail addresses with the Registrar & Share Transfer Agent or with the Company. In order to continue its endeavor towards paperless communication, the Company requests the members who have not yet registered their e-mail ID with the Company, to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with the Company's Registrar & Share Transfer Agent, M/s. Link Intime India Pvt Ltd.
21. **Voting through electronic means**
In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide

remote e-voting facility to the members to exercise their right to vote in respect of the resolutions to be passed at 22nd Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by NSDL.

I. The instructions for remote e-voting are as under:

A. In case a member receives an email from NSDL (for members whose e-mail IDs are registered with the Registrar and Share Transfer Agent/Depository Participants).

- i. Open email and open PDF file viz, "RDBRL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- iii. Click on Shareholder- Login.
- iv. Put user ID and Password as initial password noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of e-voting opens. Click on e-voting Active voting cycles.
- vii. Select Electronic Voting Event Number ("EVEN") of RDB Rasayans Ltd.
- viii. Now you are ready for e-voting as 'Cast Vote' page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolutions, you will not be allowed to modify your vote.
- xii. Institutional Shareholder (i.e. other than individuals, HUF, NRIs etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizermkb@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a member receives physical copy of the notice of AGM (for members whose e-mail IDs are not registered with the Registrars and Share Transfer Agent/Depository Participants or requesting physical copy):

- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM.

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

II. In case of any queries you may refer to Frequently Asked Questions (FAQs) for members and remote e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.

- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The remote e-voting period shall commence on Sunday, the 03rd September, 2017 (9:00 a.m.) and will end on Tuesday, 05th September, 2017 (5:00 p.m.). During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 30th August, 2017 (cut-off date for e-voting) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on 30th August, 2017 (cut-off date) only shall be entitled to vote through remote e-voting and through ballot paper at the AGM. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 30th August, 2017.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date 30th August, 2017. may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e- voting then you can use your existing ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.

- VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - IX. The Company has appointed Sri Manoj Kumar Banthia, Practicing Company Secretary (ACS No. 11470, CP No. 7596) of MKB & Associates, as the scrutinizer for conducting the e-voting process in a fair and transparent manner at the meeting.
 - X. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting by ballot papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rdbgroup.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be simultaneously communicated to the Stock Exchange where the shares of the Company are listed within 48 hours from the conclusion of the AGM.
 - XII. The scrutinizer's decision on the validity of e-voting will be final.
22. A facility for voting through ballot paper shall be made available at the Annual General Meeting venue and the members attending the meeting who have not cast their vote by remote e-voting can exercise their right during the meeting on 6th September, 2017 between 11:30 a.m. till the conclusion of the meeting.
 23. The Notice of Annual General Meeting will be sent to the members, whose names appear in the Register of Members/ Depositories as at closing hours of business, on Friday, 28th July, 2017.
 24. The shareholders shall have one vote per equity share held by them as on the cut-off date 30th August, 2017. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.

25. The results on above resolution shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
26. The Route map of the venue of Annual General Meeting is annexed at the end of this Notice. Prominent Landmark is also marked therein for reference.

By order of the Board
For **RDB Rasayans Limited**

Place: Kolkata
Date: 27th day of May, 2017

Mausami Das
Company Secretary

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

The following Statement sets out all material facts relating to Item Nos. 4 to 6 mentioned in the accompanying Notice.

Item No. 4

Under the provisions of Section 180 (1) (a) of the Companies Act, 2013, the Board of Directors of a Company could, with the consent of the shareholders obtained by a Special Resolution, create charge/mortgage/hypothecation on the Company's assets, both present and future, in favor of the lenders of the company, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). As such, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/mortgage/hypothecation on the Company's assets, both present and future, in favor of the banks, financial institutions, investment institution, etc. (lenders) of the Company, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). As such it is necessary to obtain members approval under Section 180 (1)(a) of the Companies Act, 2013, by way of a Special Resolution. The Board recommends the Resolution at Item No.4 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No.4 of the Notice.

Item No. 5

Sri Shanti Lal Baid was re-appointed as Managing Director of the Company for a period of five years with effect from 01.04.2014 to 31.03.2019 which was approved by the Shareholders in the meeting held on 05th September, 2014.

The Board of Directors at their meeting held on 11th February, 2017, subject to approval of members of the Company, has accorded its approval to revision in the remuneration of Sri Shanti Lal Baid, Managing Director of the Company for the remaining unexpired period of his tenure i.e. 2 years. The same was approved by the Nomination and Remuneration committee at its meeting and was recommended to the Board for its approval. The revision in remuneration of Sri Shanti Lal Baid was made with the view to make the same commensurate with his efforts given to and involvement in the Company.

Pursuant to provisions of Section 197 and the Rules made thereunder, as amended from time to time, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and subject to all the applicable statutory approvals, the above said revision in remuneration requires approval of members of the Company in a general meeting by way of special resolution. Accordingly, the resolution set out at item no. 5 of the Notice is recommended to be passed as Special Resolution on the following terms and conditions:

I SALARY:

Rs. 2,00,000/- per month subject to such periodical increments as may be decided by the Board of Directors on

recommendation of the Nomination and Remuneration Committee. The salary will be payable to the Managing Director even in case of loss or inadequacy of profits in respect of any financial year during his tenure of office in compliance with Schedule V to the Companies Act, 2013.

II. PERQUISITES:

Medical Reimbursement: Actual expenditure incurred for self and dependent family members subject to one month salary per annum.

Leave Travel Concession: For self and family in accordance with the provisions of Income Tax Act, 1961.

Club Fees: Club fees subject to maximum of two clubs except admission and life membership fees.

Leave: One month pay leave per annum, the unavailed leave can be encashed at the time of retirement or at the time of leaving the Company.

For Company's business use of car with chauffeur, telephone and other communication facilities at residence/other places, reimbursement of travelling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisite.

Company's contribution to Provident Fund and Superannuation or Annuity Fund (if applicable), to the extent these either singly or together are not taxable under the Income-tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

Minimum Remuneration: The above salary will be payable to the Managing Director even in case of loss or inadequacy of profits in respect of any financial year of the Company during his tenure of office in compliance with Schedule V to the Companies Act, 2013.

Sitting Fees: No sitting Fees will be payable to Managing Director for attending the meetings of the Board of Directors or Committees thereof from the date of his appointment.

Your directors recommend the resolution to be passed as a Special Resolution.

Except Sri Shanti Lal Baid, whose remuneration is proposed to be revised, Sri Sandeep Baid and Smt Pragya Baid being son and spouse of Sri Sandeep Baid respectively, none of the directors of the Company are deemed to be interested or concerned, financially or otherwise, in the said resolution.

A copy of the proposed aforesaid Agreement dated 11.02.2017 would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 1.00 p.m.

The disclosures as required under Section II, Part II of the Schedule V of the Companies Act, 2013 are given as an annexure to this Notice. The details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 are also annexed as Annexure- I.

Item No. 6

The Articles of Association of the Company, as presently in force, are in line with the erstwhile Companies Act 1956, and regulations therein are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association of the Company by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F of Schedule I set out under the ('New Act'), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on 27th May, 2017 decided to adopt a new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought in terms of the provisions of Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 1.00 p.m.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

ANNEXURE - I

The details of Managing Director whose remuneration is proposed to be revised are provided below:

General information:				
1.	Nature of Industry		The Company is engaged in manufacture of PP Woven sacks	
2.	Date or expected date of commencement of commercial production		June, 2003	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus		Not Applicable	
4.	The financial performance of the Company during the preceding three financial years is as under: (Rs)			
Particulars		2016-17	2015-16	2014-15
Turnover		789,858,951	698,510,183	749,826,288
Total Income		759,142,460	695,074,557	769,024,747
Total Expense		674,058,091	627,187,446	676,063,754
Profit/(Loss) Before tax		85,084,369	67,887,111	92,960,993
Less: Tax Expense		28,715,340	26,334,770	28,116,819
Profit/(Loss) After Tax		56,369,029	41,552,341	64,844,174
5.	Foreign investments or collaborators, if any		NIL	
Information about the appointee: Sri Shanti Lal Baid				
1.	Background details		Sri Shanti Lal Baid is an industrialist having experience of more than 44 years in management and administration in the field of electrical goods, cables, packing materials and woven sacks.	
2.	Past remuneration		Sri Shanti Lal Baid was paid Rs. 1,221,600 during the financial year 2016-17.	
3.	Recognition or awards		None	
4.	Job profile and his suitability		Sri Baid is actively involved in setting up the Company's plant at Haldia. He is engaged in the day to day working of the Company and is looking after the management and administration of the Company. The Company derives a lot of benefit from his diverse professional expertise and experience at Board Level as well as in operations of the Company.	

5.	Remuneration proposed	As set out in the Explanatory Statement under section 102 of Companies Act, 2013 approved by the Nomination & Remuneration Committee.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is commensurate with the size and nature of business of the Company and the functions and responsibility of the appointee. The remuneration is comparable with the remuneration drawn by the peers and is necessitated due to complexities of business.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>Sri Shanti Lal Baid is a Promoter Director holding 520,000 shares (includes 140000 shares of Shanti Lal Baid (HUF)) consisting 2.94% of the paid-up capital of the Company. Apart from receiving remuneration as stated above, he does not receive any emoluments from the Company.</p> <p>Except Sri Sandeep Baid (son) and Smt Pragya Baid (spouse of Sri Sandeep Baid), none of the managerial personnel of the Company are related to Sri Shanti Lal Baid.</p>
Other Information:		
1.	Reasons of loss or inadequate profits	The approval for minimum remuneration is being taken as a precautionary measure and as on today, the profits of the company are sufficient to pay the approved remuneration to the Managing Director.
2.	Steps taken or proposed to be taken for improvement	
3.	Expected increase in productivity and profits in measurable terms	
Disclosures:		
1.	Remuneration package of the managerial personnel	As set out in the Explanatory Statement.
2.	Disclosures to be mentioned in the Board of Director's Report under the head "Corporate Governance", if any attached to the Annual Report	The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of the Company.

BRIEF PROFILE OF DIRECTORS BEING APPOINTED/RE-APPOINTED AS SET OUT IN THIS NOTICE, IN TERMS OF REGULATION 36(3) OF THE SEBI (Listing Obligations and Disclosure Requirements) REGULATIONS, 2015 RELATING TO CORPORATE GOVERNANCE

Name of Director	Smt Pragya Baid
Date of birth	30th October, 1981
Relationship with other director inter se	Wife of Sri Sandeep Baid & daughter in law of Sri Shanti Lal Baid
Date of appointment	15th July, 2014
Nature of expertise in specific functional area	Managerial Qualities
Brief profile	She is M.Com from Burdwan University, West Bengal. She is the Woman director of the Company and her experience will benefit the environment of the factory with regards to women employees.

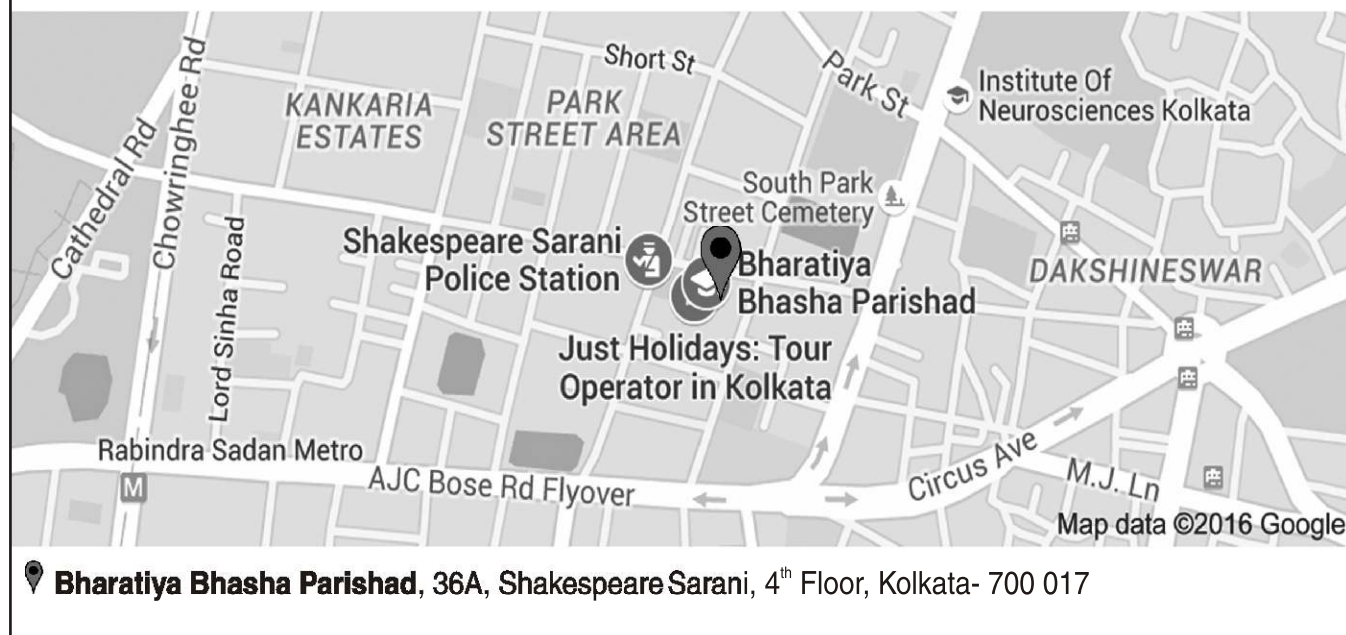
No. of equity shares held in the Company	Nil
List of other companies in which directorships are held	Superflex Cables Pvt Ltd
Committee Position held in RDB Rasayans Ltd.	Nomination and Remuneration Committee Member
Committee Positions in other Public Companies	Nil

By order of the Board
For **RDB Rasayans Limited**

Place: Kolkata
Date: 27th day of May, 2017

Mausami Das
Company Secretary

ROUTE MAP TO THE VENUE OF THE 22nd AGM OF RDB RASAYANS LTD.



DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Twenty-Second Annual Report on the business and operations of the Company along with the Audited Financial Statements for the financial year ended March 31, 2017.

Financial Results

Financial Results of the Company for the year 2017 along with the figures for previous year are as follows:

(Amount in Rs.)

Particulars	2016-17	2015-16
Revenue from operations	701,472,811	631,886,165
Other Income	57,669,649	63,188,392
Profit before Interest, Depreciation & Tax	98,672,212	85,273,713
Less: Interest	5,024,853	8,846,723
Less: Depreciation	8,562,990	8,539,879
Profit before taxation	85,084,369	67,887,111
Less: Provision for current tax, deferred tax and tax adjusted for earlier year	28,715,340	26,334,770
Profit/(Loss)after tax	56,369,029	41,552,341
Add: Balance brought forward from last year	138,386,132	96,833,791
Balance available for appropriation	194,755,161	138,386,132
Less: Appropriations		
a. Proposed dividend on equity shares	-	-
b. Dividend Distribution Tax thereon	-	-
Balance carried to Balance Sheet	194,755,161	138,386,132

Financial Performance

During the year under review your Company has achieved revenue of Rs 759,142,460 as against Rs. 695,074,557 in the previous year. PBIDT was Rs 98,672,212 as compared to Rs 85,273,713 during the previous year. PBT for the year under review was Rs 85,084,369, as against profit of Rs 67,887,111 in the previous year.

Dividend and Reserves

The Board of Directors have not recommended any dividend for the financial year ended 31st March 2017 in order to conserve existing resources of the Company for expansion activities and the Company has not proposed to transfer any amount to its reserves.

Change in Nature of Business, if any

There has been no change in the nature of business of the Company during the financial year ended 31st March, 2017.

Significant and Material Orders passed by the Regulators/Courts/Tribunals impacting the going concern status and company's operations in future

Investigation by SEBI on the Company's initial public offer has been completed and the SAT passed an Order on 26th July 2016, in the matter of SAT Appeal No. 514, 532, 533 and 534 of 2015 of RDB Rasayans Ltd, Sri Sunder Lal Dugar (Ex-Director), Sri Shanti Lal Baid, Managing Director of the Company and Sri Sandeep Baid, Whole Time Director of the Company against the Order passed by the Whole Time Member (WTM) of SEBI on 19th December, 2014 wherein:

The SAT, in view of its decision that the appellants are guilty of violating the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") and SEBI (Prevention of Fraudulent and Unfair Trade Practices) Regulations, 2003 ("PFUTP Regulations") and the appellants having already undergone the debarment imposed under the Impugned Order, without going into the question as to whether the WTM of SEBI was justified in upholding the two additional charges, has disposed off all the appeals as in fructuous with no order as to costs.

The utilization of IPO proceeds as on 31.03.2017 has been reported under Note No. 2.1(h) in Notes to the accounts.

Material Changes and Commitments after the Balance Sheet Date

No material changes and commitments affecting the financial position of your Company have occurred between the end of the financial year of the Company to which financial statements relate and the date of this report.

Board of Directors

Directors and Key Managerial Personnel(s)

Sri Sandeep Baid was re-appointed as Whole-Time Director of the Company w.e.f 1st April 2016 for a period of 3 years, which was approved by the members at the Annual General Meeting held on 03rd September, 2016.

Smt Pragya Baid continues as the Woman Director on the Company's Board in conformity with the requirements of Section 149(1) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

As per the provisions of section 152(6) (c) of the Companies Act, 2013, Smt. Pragya Baid retires by rotation, and being eligible, offers herself for re-appointment. In view of her considerable experience and contribution to the Company, your Directors recommend her re-appointment. Details of Smt. Pragya Baid as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Notice of 22nd Annual General Meeting.

Declaration by Independent Director(s)

All the Independent Directors have given a declaration pursuant to section 149(7) that they meet criteria of independence as laid down under section 149(6) of the Companies Act, 2013 read with the rules made there under and Regulation 16(1) (b) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

Familiarization Programme undertaken for Independent Directors

During the year, the Company has organized familiarization programme for the Independent directors. The Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc. pursuant to Regulation 25(7) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of the familiarization program of Independent directors are available on the Company's website under the weblink <http://www.rdbgroup.in/policies.asp>.

Board Evaluation

In compliance with the requirements of the provisions of section 134, 149 and section 178 of the Companies Act, 2013 read with Rules framed thereunder and provisions of Schedule IV of the Act as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 your Company has carried out a performance evaluation programme for the Board of Directors, Committees of the Board and Individual directors for the financial year ended 31st March, 2017. The evaluation has been done by the Board, Nomination and Remuneration Committee and also by

the Independent Directors through questionnaire, taking into consideration inputs received from directors and covering various aspects of the Board's functioning. The Committee formulates evaluation criteria for the Directors which is broadly based on:

- Leadership & stewardship abilities
- Contributing to clearly define corporate objectives & plans
- Communication of expectations & concerns clearly with subordinates
- Obtain adequate, relevant & timely information from external sources
- Review & approve achievement of strategic and operational plans, objectives, budgets
- Regular monitoring of corporate results against projections
- Identify, monitor & mitigate significant corporate risks
- Assess policies, structures & procedures
- Review management's succession plan
- Effective meetings
- Assuring appropriate board size, composition, independence, structure
- Clearly defining roles & monitoring activities of committees
- Review of corporation's ethical conduct

The Directors expressed their satisfaction over the evaluation process and results thereof.

Director's Responsibility Statement

In terms of section 134(3)(c) and section 134(5) of the Companies Act, 2013, the Directors to the best of their knowledge hereby state and confirm that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards had been followed and there were no material departures from the same;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the statement of profit of the company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) proper systems had been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Human Resource

Your Company has continuously endeavored to strengthen the employer-employee relation at all levels. The Company is constantly working to create congenial work environment to its human resources with a view to inculcate leadership, autonomy, competence and dedication among its employees. Your Company shall always place all necessary emphasis on continuous development of its human resources.

Management Discussion and Analysis Report and Corporate Governance Report

The Company has complied with the Corporate Governance Code as stipulated under the SEBI Listing Regulations with the Stock Exchanges. The report on Management Discussion & Analysis Report and Corporate Governance as stipulated under Schedule V, Part B and Part C of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report.

Corporate Governance Certificate

In compliance with the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Schedule V of the said Regulations, the Corporate Governance Certificates issued by the Statutory Auditors M/s S.M. Daga & Co, Chartered Accountants regarding compliance with the conditions of Corporate Governance as stipulated is annexed to this Report.

Chief Executive Officer (CEO)/ Chief Financial Officer (CFO) Certification

The CEO/CFO certification as required under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been submitted to the Board and forms part of the Annual Report.

Subsidiaries/ Joint Ventures/ Associate Companies

The Company does not have any subsidiary/ joint venture/ associate companies.

Statutory Auditors

M/s. S. M. Daga & Co (Firm Regn No. 303119E), Chartered Accountants, was appointed as Statutory Auditors of the Company for a period of five years pursuant to section 139(2) of the Companies Act, 2013 and Rules made thereon in the Annual General Meeting held on 3rd September 2016, subject to annual ratification by members. Accordingly a resolution seeking member's ratification for the appointment of M/s. S. M. Daga & Co as Statutory Auditor is included in the Notice convening the Twenty Second Annual General Meeting. Your Company has received a certificate from the auditors confirming their eligibility to be re-appointed as Auditors of the Company in terms of the provisions of section 141 of the Companies Act, 2013. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under the provisions of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Auditors' Report

The Auditors have submitted their Independent Audit Report for the financial year ended 31st March, 2017 and they have made no qualification, reservation or adverse remarks in their Report.

Secretarial Audit

Pursuant to the provisions of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company had appointed Ms. Disha Dugar, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the financial year 2016-17. The Report of the Secretarial Audit is annexed herewith as Annexure A. There are no qualifications, reservation or adverse remarks in the Report.

Cost Audit

As per the Companies (Cost Records & Audit) Amendment Rules, 2014 dated 31st December, 2014 the products of the Company do not fall under any of the Central Excise Tariff Act, 1985 heading which are covered for applicability of the above rules. Hence Cost Audit is not applicable to the company.

Public Deposits

Your Company has neither accepted nor renewed any deposits from public within the meaning of Chapter V of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, during the year.

Share Capital

The paid up equity share capital of the Company as at 31st March, 2017 is Rs 177,148,000. There has been no change in the Share Capital of the Company during the year. Further, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity shares. As on March 31, 2017, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

Dematerialization of Shares

The shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the Depository system, members are requested to avail the facility of dematerialization of shares with either of the Depositories as aforesaid. As on 31st March, 2017, 90.74% of the share capital stands dematerialized.

Extract of the Annual Return

Pursuant to sub-section 3(a) of section 134 and sub section (3) of section 92 of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extract of the Annual Return in Form no MGT-9 forms part of the Board's Report and is annexed herewith as Annexure B.

Prescribed Particulars of Employees

Disclosure in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, regarding employees is annexed in this Report and marked as Annexure C.

Conservation of energy, technology absorption and foreign exchange earnings and outgo

The information relating to conservation of energy, technology absorption, foreign exchange earnings and outgo as per section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as Annexure D, which forms part of the Report.

Meetings of the Board of directors and Committees

Board Meeting

During the year under review, four Board meetings were convened and held on 30th May, 2016, 11th August, 2016, 14th November, 2016 and 11th February, 2017, the details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Audit Committee

The composition and terms of reference of the Audit Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report. All the recommendations made by Audit Committee were accepted by Board.

Nomination and Remuneration Committee

The composition and terms of reference of the Nomination and Remuneration Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

Stakeholders Relationship Committee

The composition and terms of reference of the Stakeholders Relationship Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

Meeting of Independent Directors

A Meeting of Independent Directors of the Company was held on 11th February, 2017. The Independent Directors at their meeting assessed the quality, quantity and timeliness of flow of information between the Company management and the Board of Directors of the Company. Also, the performance of the non-independent directors and the Board as a whole was reviewed.

Whistle Blower Policy /Vigil Mechanism policy

The Company has adopted a Whistle Blower Policy for Directors and Employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The policy provides for adequate safeguards against victimization of Directors and employees who avail of the mechanism and also provided for direct access to the Chairman of the Audit Committee. The Vigil Mechanism (Whistle Blower Policy) is available at the Company's weblink <http://www.rdbgroup.in/policies.asp>.

Policy on Director's appointment and remuneration

The remuneration policy of the Company aims to attract, retain and motivate qualified people at the Executive and Board levels. The Company's policy relating to appointment of Directors, payment of managerial remuneration, directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in Annexure E and forms part of this Report.

Internal Financial Control and its adequacy

The Internal Financial Control of the Company is commensurate with the nature, size, scale and complexity of its business and operations. The Company has appointed Internal Auditors to observe the Internal Controls and report inadequacies. The policies and procedures adopted by the Company ensures the orderly and efficient conduct of business and adherence to Company's policies, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information. Your Company has adequate internal control systems and procedures designed to effectively control the operations at the Head office as well as the Plant. The Audit Committee meets regularly to review reports submitted by the Internal Auditors.

Particulars of loans, guarantees or investments

Details of Loans, Guarantees and Investments covered under the provisions of section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

A. Amount outstanding as on 31st March 2017:

Particulars	Amount (Rs. in lacs)
Loans given	2,970.00
Guarantee given	Nil
Investments made	Nil

B. Loans, Guarantee and Investments made during the Financial Year 2016-17

Name of the entity	Relation	Amount (Rs. In Lacs)	Particulars of loans, guarantees given or investments made	Purpose for which the loans, guarantees and investments are proposed to be utilised
Concast Infrastructure (P) Ltd	None	500.00	Interest bearing unsecured loan	General Corporate Purpose
Ideal Real Estate (P)Ltd	None	300.00	Interest bearing unsecured loan	General Corporate Purpose
S.D. Infrastructure (P) Ltd	None	1,430.00	Interest bearing unsecured loan	General Corporate Purpose

Related Party Transactions

The Company has formulated a policy on related party transactions for purpose of identification and monitoring of such transactions and for determining the materiality of transactions with related parties and dealings with them. The said policy on related party transactions as approved by the Board is posted at the Company's website at the weblink <http://www.rdbgroup.in/policies.asp>.

All the related party transactions that were entered into during the financial year were on arm's length basis, in the ordinary course of business and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There were no material related party transactions, i.e., transactions exceeding ten percent of the annual turnover as per the last audited financial statements, entered into during the year. Accordingly, the disclosure required under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is not applicable to your Company.

Further, there are 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 at large.

Corporate Social Responsibility

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure F of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The policy is available on the website of the Company at the weblink: <http://www.rdbgroup.in/policies.asp>.

Risk Management Policy

Your Company has formulated a Risk Assessment and Management Policy which identify, evaluate business risks and opportunities. The main identified risks at the Company are commercial risks, legal & regulatory risk. Risk management strategy as approved by the board of directors is implemented by the company management. The risk management system of the Company is reviewed by the Audit Committee and the Board of Directors on a regular basis. During the year, no major risks were noticed, which may threaten the existence of the company.

Health, Environment and Safety

Your Company is committed to protect the health and safety of everyone involved in its operation, and the sustainability of the environment in which it operates. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned environmental regulations and prevention of natural resources.

Safety is one of the topmost priorities of your Company. Your Company is committed to provide a safe and secure environment to its women employees across the organization. The Company has in place 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 made thereunder for prevention and redressal of complaints of sexual harassment at workplace.

No complaints were received during the financial year 2016-17.

Acknowledgements

Your Directors wish to convey their deep appreciation to the employees of the Company at all levels for their dedicated and committed services. The Directors would also like to thank the financial institutions, bankers, government authorities, customers, business associates and shareholders of the Company for their support and reposing confidence in its management.

For and on behalf of the Board of Directors
RDB Rasayans Limited

Place: Kolkata

Date: 27th day of May, 2017

Shanti Lal Baid
Chairman & Managing Director

ANNEXURE TO THE DIRECTORS' REPORT

ANNEXURE 'A'

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2017
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
RDB Rasayans Limited
"Bikaner Building",
8/1, Lal Bazar St., 3rd Floor,
Kolkata- 700 001

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

Based on my verification of the RDB Rasayans Ltd. books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by RDB Rasayans Ltd. ("the Company") for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- (v) Corporate Governance Voluntary Guidelines- 2009 issued by the Ministry of Corporate Affairs, Government of India;
- (vi) Minimum Wages Act, 1948;
- (vii) Payment of Bonus Act, 1965;
- (viii) Payment of Gratuity Act, 1972;
- (ix) Employees Provident Fund and Miscellaneous Provisions Act, 1952;
- (x) Employees State Insurance Act, 1948;
- (xi) Competition Act, 2002;
- (xii) Factories Act, 1948;
- (xiii) Industrial Dispute Act, 1947;
- (xiv) Workmen's Compensation Act, 1923;
- (xv) Contract Labour (Regulation and Abolition) Act, 1970;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Obligation and Disclosure Requirement entered into by the Company with Bombay Stock Exchange;

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

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

Place: Kolkata
Date: 23.05.2017

Company Secretary in practice
Disha Dugar
FCS No. 8128
C P No.: 10895

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2016
[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	L36999WB1995PLC074860
ii)	Registration Date	13/10/1995
iii)	Name of the Company	RDB Rasayans Limited
iv)	Category / Sub-Category of the Company	Public Limited Company
v)	Address of the Registered office and contact details	Bikaner Building, 8/1, Lal Bazar Street, 3rd floor. Room no. 9, Kolkata-700001 Website: www.rdbgroup.in Ph. No. 033-44500500 Fax No. 033-22420588
vi)	Whether listed company Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited 59C, Chowringhee Road, 3rd Floor, Kolkata- 700020 E mail: Kolkata@linkintime.co.in Ph No. 033-22890540 Fax No.033- 22890539

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1.	HDPE/PP Woven Sacks /FIBC / fabric/Liner	3132	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES - N.A.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual /HUF	9350299	-	9350299	52.833	9359299	-	9359299	52.833	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	3513800	-	3513800	19.836	3513800	-	3513800	19.836	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	12873099	-	12873099	72.669	12873099	-	12873099	72.669	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A) (2)	12873099	-	12873099	72.669	12873099	-	12873099	72.669	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Fund	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	101415	1640000	1741415	9.830	193204	1640000	1833204	10.348	0.518
ii) Overseas	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Individuals									
i) Individual Shareholders Holding nominal share capital upto Rs. 1 lakh	1049230	160	1049390	5.924	1021443	160	1021603	5.767	-0.157
ii) Individual Shareholders Holding nominal share capital in excess of Rs 1 lakh	1513321	-	1513321	8.542	1467292	-	1467292	8.283	-0.260
c) Others (specify)									
HUF	172660	-	172660	0.975	101905	-	101905	0.575	-0.399
Clearing Member	33883	-	33883	0.191	149322	-	149322	0.843	0.652
NRIs	328532	-	328532	1.855	267875	-	267875	1.512	-0.343
NRN	2500	-	2500	0.014	500	-	500	0.003	-0.011
Sub-total (B)(2):-	3201541	1640160	4841701	27.331	3201541	1640160	4841701	27.331	0.000
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3201541	1640160	4841701	27.331	3201541	1640160	4841701	27.331	0.000
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	16074640	1640160	17714800	100	16074640	1640160	17714800	100	-

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1.	SHEETAL DUGAR	4361404	24.620	0	4361404	24.620	0	0
2.	YMS FINANCE PVT. LTD.	3513800	19.835	0	3513800	19.835	0	0
3.	VINOD DUGAR	3434800	19.389	0	3434800	19.389	0	0
4.	SANDEEP BAID	902695	5.096	0	902695	5.096	0	0
5.	SHANTI LAL BAID	380000	2.145	0	380000	2.145	0	0
6.	SHANTILAL BAID HUF	140000	0.790	0	140000	0.790	0	0
7.	REKHA JHABAK	136000	0.768	0	136000	0.768	0	0
8.	MOTI LAL DUGAR (HUF)	4000	0.023	0	4000	0.023	0	0
9.	SUNDER LAL DUGAR	400	0.002	0	400	0.002	0	0
	Total	12873099	72.669	0	12873099	72.669	0	0

iii) Change in Promoters' Shareholding : Nil

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

Sl. No.	For Each of the Top 10 Shareholders	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.	GROWTH TECHNO PROJECTS LTD.				
	At the beginning of the year	1640000	9.258		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	-	-	-	-
	At the End of the year			1640000	9.258

Sl. No.	For Each of the Top 10 Shareholders	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
2.	SUBRAMANIAN P				
	At the beginning of the year	90589	0.511		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	Transfer on 08 Apr 2016	1800	0.0102	92389	0.5215
	Transfer on 07 Oct 2016	500	0.0028	92889	0.5244
	Transfer on 14 Oct 2016	292287	1.6500	385176	2.1743
	Transfer on 21 Oct 2016	900	0.0051	386076	2.1794
	Transfer on 11 Nov 2016	1924	0.0109	388000	2.1903
	Transfer on 23 Dec 2016	700	0.0040	388700	2.1942
	Transfer on 06 Jan 2017	1000	0.0056	389700	2.1999
	Transfer on 10 Mar 2017	1700	0.0096	391400	2.2095
	Transfer on 24 Mar 2017	900	0.0051	392300	2.2145
	At the End of the year			392300	2.2145
3.	MOTI LAL LAXKAR				
	At the beginning of the year	449760	2.539		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity Etc)				
	Transfer on 25 Nov 2016	-8163	-0.0461	441597	2.4928
	Transfer on 02 Dec 2016	-4100	-0.0231	437497	2.4697
	Transfer on 09 Dec 2016	-2071	-0.0117	435426	2.4580
	Transfer on 20 Jan 2017	-18650	-0.1053	416776	2.3527
	Transfer on 27 Jan 2017	-6460	-0.0365	410316	2.3162
	Transfer on 03 Feb 2017	-20195	-0.1140	390121	2.2022
	Transfer on 10 Feb 2017	-5000	-0.0282	385121	2.1740
	Transfer on 17 Feb 2017	-5886	-0.0332	379235	2.1408
	At the End of the year			379235	2.1408

Sl. No.	For Each of the Top 10 Shareholders	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
4.	MOIZBHAI HAKIMUDDIN BORIAWALA				
	At the beginning of the year	238758	1.348		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. Allotment /transfer/bonus/ sweat equity Etc):				
	Transfer on 04 Nov 2016	-10000	-0.0564	228758	1.2913
	Transfer on 03 Feb 2017	-8754	-0.0494	220004	1.2419
	Transfer on 10 Feb 2017	-8754	-0.0494	211250	1.1925
	At the End of the year			211250	1.1925
5.	NIRMAL KUMAR SONI				
	At the beginning of the year	83926	0.474		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / Sweat equity etc):				
	Transfer on 20 Jan 2017	-7500	-0.0423	76426	0.4314
	Transfer on 03 Feb 2017	-15000	-0.0847	61426	0.3467
	Transfer on 31 Mar 2017	38434	0.2170	99860	0.5637
	At the End of the year			99860	0.5637
6.	SANGEETA MAHESHWARI				
	At the beginning of the year	67500	0.381		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / Sweat equity etc):				
	Transfer on 30 Dec 2016	-27500	-0.1552	40000	0.2258
	Transfer on 27 Jan 2017	25000	0.1411	65000	0.3669
	Transfer on 03 Feb 2017	15000	0.0847	80000	0.4516
	Transfer on 24 Mar 2017	7500	0.0423	87500	0.4939
	At the End of the year			87500	0.4939

Sl. No.	For Each of the Top 10 Shareholders	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
7	DR RAMESH CHIMANLAL SHAH				
	At the beginning of the year	45166	0.255		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. Allotment /transfer/bonus/ sweat equity Etc):				
	Transfer on 29 Jul 2016	10000	0.0564	55166	0.3114
	Transfer on 05 Aug 2016	10000	0.0564	65166	0.3679
	Transfer on 09 Sep 2016	-5166	-0.0292	60000	0.3387
	Transfer on 28 Oct 2016	10000	0.0564	70000	0.3951
	Transfer on 10 Feb 2017	15000	0.0847	85000	0.4798
	Transfer on 31 Mar 2017	-6500	-0.0367	78500	0.4431
	At the End of the year			78500	0.4431
8	USHA JAJODIA				
	At the beginning of the year	81674	0.461		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. Allotment /transfer/bonus/ sweat equity Etc):				
	Transfer on 28 Oct 2016	-5679	-0.0321	75995	0.4290
	Transfer on 04 Nov 2016	-4321	-0.0244	71674	0.4046
	At the End of the year			71674	0.4046
9	NILESH DEDHIA				
	At the beginning of the year	0	0.000		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. Allotment /transfer/bonus/ sweat equity Etc):				
	Transfer on 03 Feb 2017	52000	0.2935	52000	0.2935
	At the End of the year			52000	0.2935

Sl. No.	For Each of the Top 10 Shareholders	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
10	NIRMAL KUMAR SONI HUF				
	At the beginning of the year	0	0.000		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. Allotment /transfer/bonus/ sweat equity Etc):				
	Transfer on 31 Mar 2017	50217	0.2835	50217	0.2835
	At the End of the year			50217	0.2835

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	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.	SRI SHANTI LAL BAID				
	At the beginning of the year	520000*	2.935		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat equity etc):				
	At the End of the year			520000	2.935
2.	SRI SANDEEP BAID				
	At the beginning of the year	902695	5.096		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat equity etc): Transfer on 26 Feb, 2016				
	At the End of the year			902695	5.096

* includes 140000 shares as Karta of Shanti Lal Baid HUF

V. INDEBTEDNESS

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

(Amount in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	13,752,030	-	-	13,752,030
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	47,601	-	-	47,601
Total (i + ii + iii)	13,799,631	-	-	13,799,631
Change in Indebtedness during the financial year				
• Addition	1,846,935	-	-	1,846,935
• Reduction	-	-	-	-
Net Change	1,846,935	-	-	1,846,935
Indebtedness at the end of the financial year:				
i) Principal Amount	15,438,020	-	-	15,438,020
ii) Interest due but not paid	208,546	-	-	208,546
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	15,646,566	-	-	15,646,566

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SI No.	Particulars of Remuneration	Name of MD/MTD/ Manager		Total Amount Rs.
		Sri Shanti Lal Baid (MD)	Sri Sandeep Baid (WTD)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,200,000	2,100,000	3,300,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	21,600	21,600	43,200
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	1,221,600	2,121,600	3,343,200
	Ceiling as per the Act (@ 10% of Profits calculated under section 198 of the Companies Act , 2013)	Rs 8,508,437.00		

B. Remuneration to other directors:

SI No.	Particulars of Remuneration	Name of Directors				Total Amount in (Rs.)
		Sri Abhay Bharat Kumar Doshi	Sri Mahendra Pratap Singh	Sri Sharad Bachhawat	Smt Pragya Baid	
	1. Independent Directors					
	· Fee for attending board / committee meetings	-	-	-		-
	· Commission	-	-	-		-
	· Others, please specify	-	-	-		-
	Total (1)	-	-	-		-
	2. Other Non-Executive Directors					
	· Fee for attending board / committee meetings				-	-
	· Commission				-	-
	· Others, please specify				-	-
	Total (2)				-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration -	-	-	-	-	-
	Ceiling as per the Act (@ 1% of profits calculated under section 198 of the Companies Act , 2013)	Rs 850,844.00				

C. Remuneration to key managerial personnel other than MD/Manager/WTD

Amount in Rs.

	Particulars of Remuneration	Key Managerial Personnel		
		Ms Mausami Das (Company Secretary)	Sri Bidhan Neogi (CFO)	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	303,577	363,000	666,577
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify.	-	-	-
5.	Others, please specify	-	-	-
	Total	303,577	363,000	666,577

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

A. COMPANY:	
Penalty	None
Punishment	None
Compounding	None
B. DIRECTORS:	
Penalty	None
Compounding	None
Punishment	None
C. OTHER OFFICERS IN DEFAULT :	
Penalty	None
Punishment	None
Compounding	None

Note:

- The Company and the Directors of the Company Sri Sandeep Baid, Sri Sunder Lal Dugar and Sri Shanti Lal Baid against whom order was passed by the Whole Time Member of SEBI on 19.12.2014 preferred an appeal before Securities Appellate Tribunal (SAT). SAT vide its order dated 26.07.2016 held that in view of its decision that the appellants are guilty of violating the ICDR Regulations and PFUTP Regulations and the appellants have already undergone the debarment imposed under the impugned Order, without going into the question as to whether the WTM of SEBI was justified in upholding the two additional charges, has disposed of all the appeals as infructuous with no order as to costs.
- The Directors of the Company Sri Sandeep Baid, Sri Sunder Lal Dugar, Sri Mahendra Pratap Singh and Sri Sachin Sridhar against whom order was passed by the Adjudicating Officer of SEBI on 06.08.2014 preferred an appeal before Securities Appellate Tribunal (SAT). SAT vide its order dated 26.07.2016 has issued following directions:
 - Upheld the penalty of Rs. 1 crore imposed on appellants under Section 15HB of SEBI Act for violating the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") and penalty of Rs. 1 crore imposed under Section 15HA of SEBI Act for violating SEBI (Prevention of Fraudulent and Unfair Trade Practices) Regulations, 2003 ("PFUTP Regulations"). Further, a penalty of Rs. 5 lac imposed on Sri Sandeep Baid in Appeal No. 404 of 2014 for violating Clause 49 of the Listing Agreement is also upheld.
 - Penalty of Rs. 1 crore imposed under Section 15HA of SEBI Act on ground that RDB transferred IPO proceeds in a circuitous manner to four trading clients is deleted.
 - Sri Sandeep Baid was directed to pay Rs. 5 lac and all appellants were directed to pay Rs. 2 crore jointly and severally to SEBI within a period of four weeks from the date of order.

All the four appeals as referred above were disposed of in the aforesaid terms with no order as to costs.

The aforesaid order of SAT has been challenged by applicants by filing a common appeal before the Hon'ble Supreme Court of India on 16.08.2016

ANNEXURE 'C'

INFORMATION PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- a. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 and percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year 2016-17.

Name of the Directors / KMPs	Designation	Remuneration of Director/KMP for financial year 2016-17 (in Rs.)	% increase in Remuneration in the Financial Year 2016-17	Ratio of remuneration of each Director to median remuneration of employees (in times)
Sri Shanti Lal Baid	Managing Director	1,221,600	Nil	14.89
Sri Sandeep Baid	Whole Time Director	1,761,600	Nil	21.47
Sri Bidhan Neogi	Chief Financial Officer	363,000	10%	N.A
Ms Mausami Das	Company Secretary	303,577	14.11%	N.A

- b. The percentage increase in the median* remuneration of employees in the financial year was 10.16%.
c. There were 115 permanent employees* on the rolls of Company as on March 31, 2017.
d. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2016-17 was 10.29% whereas the average percentage increase made in the salaries of Managerial Personnel was 12.19%. Further there were no exceptional circumstances for increase in the managerial remuneration.
e. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

The statement showing the list of top ten employees and their remuneration as on 31st March, 2017

Sl No.	Name of Employees	Designation	Remuneration Received (Rs. In Lacs)	Qualification and experience of the employee	Date of Commencement of employment	Age of the employee	the last employment held by such employee before joining the Company	the percentage of equity shares held by the employees in the Company within meaning of clause (III) of sub rule (2) above	Whether such employee is a relative of any other director or manager of the company
1	Shanti Lal Baid	Managing Director & Chief Executive Officer	12.21	B.Com	01.04.2009	67 Years		2.94%	Yes
2	Sandeep Baid	Whole Time Director	21.21	B.Com (Hons). MBA	01.04.2010	38 Years		5.10%	Yes
3	Bidhan Neogi	Chief Financial Officer	3.63	B.Com (Hons). & P.G Dip. In I.T	01.07.2010	47 Years	RDB Realty & Infrastructure Ltd	Nil	No
4	Mausami Das	Company Secretary & Compliance Officer	3.04	M.Com, ACS	04.03.2015	35 Years	Crystal Cable Industries Ltd	Nil	No
5	Suman Das	Sr. Accounts Officer	2.50	B.Com (Hons)	05.04.2004	49 Years	Bishnu Oil Co P Ltd.	Nil	No
6	Koushik Maity	HRD- Manager	2.16	Bsc, MBA & P.G Dip. In I. T.	01.02.2008	39 Years	NA	Nil	No

ANNEXURE 'D'

DISCLOSURE OF PARTICULARS UNDER SECTION 134(3)(M) OF THE COMPANIES ACT,

2013 READ WITH THE RULES 8(3) OF COMPANIES (ACCOUNTS) RULES, 2014

The particulars of energy, technology absorption, foreign exchange earnings and outgo, in manner as prescribed in Rule 8(3) of the Companies (Accounts) Rules, 2014

A.Conservation of energy (Power and Fuel consumption)

1) Energy conservation measures taken	It is always endeavour of the company to maintain the consumption of electric power and its own generators at the lowest possible level and optimize the use of energy through improved operational methods.
2) Impact on conservation of energy	
3) Steps in utilisation of alternate sources of energy	The Company installed and commissioned 540KWp Roof Top Solar Power Plant at its factory premises, Haldia as a measure of cost effective and eco friendly alternative source of energy.
4) Capital investment on energy conservation equipments	Rs 28,069,200

B. Technology Absorption

1. Efforts made towards technology absorption.	There is no change in technology used by the company
2. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution etc.	
3. In case of imported technology (imported during the last 3 years reckoned from the beginning of the Financial year), following information may be furnished: (a) Technology imported. (b) Year of import. (c) Has technology been fully absorbed? (d) If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action.	The company has not imported technology during the last 3 years.
4. Expenditure incurred in Research & Development	The Company has carried out R & D in products, processes and technologies. However, there is no separate cost unit for carrying out R&D activities and the same is being carried out along with normal business activity of the Company only. Hence, no separate cost allocation is possible in this respect.

C. Foreign Exchange Earnings And Outgo

(Amount in Rs.)

TOTAL FOREIGN EXCHANGE EARNED AND USED	2016-17	2015-16
a) Foreign Exchange earned	63,330,224	72,415,820
b) Foreign exchange outgo	25,606,564	40,145,473

RDB RASAYANS LIMITED
CIN:L36999WB1995PLC074860
NOMINATION AND REMUNERATION POLICY

ANNEXURE 'E'

1. Preamble

- 1.1 The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel ("SMP") of the Company (collectively referred to as "Executives"). The expression "senior management" means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.
- 1.2 In terms of Section 178 of the Companies Act, 2013 which has been made effective from April 1, 2014 by the Central Government vide notification no. S.O. 902(E) issued on March 26, 2014, this Remuneration Policy ("the Policy") is being framed and formulated for laying down criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Executives.
- 1.3 The policy will be reviewed every year by the Nomination and Remuneration Committee of the Board of Directors.

2. Aims & Objectives

- 2.1 The aims and objectives of this remuneration policy may be summarized as follows:
 - 2.1.1 The remuneration policy aims to enable the company to attract, retain and motivate highly qualified members for the Board and other executive level.
 - 2.1.2 The remuneration policy seeks to enable the company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.
 - 2.1.3 The remuneration policy will ensure that the interests of Board members & senior executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the "pay-for-performance" principle.
 - 2.1.4 The remuneration policy will ensure that remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

3. Principles of remuneration

- 3.1 Support for Strategic Objectives: Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, supports and reinforces the achievement of the Company's vision and strategy.
- 3.2 Transparency: The process of remuneration management shall be transparent, conducted in good faith and in accordance with appropriate levels of confidentiality.
- 3.3 Internal equity: The Company shall remunerate the board members, KMP and senior management in terms of their roles within the organisation. Positions shall be formally evaluated to determine their relative weight in relation to other positions within the Company.
- 3.4 External equity: The Company strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Therefore the Company will remain logically mindful of the ongoing need to attract and retain high quality people, and the influence of external remuneration pressures. Reference to external market norms will be made using appropriate market sources, including relevant and comparative survey data, as determined to have meaning to the Company's remuneration practices at that time.

- 3.5 **Flexibility:** Remuneration and reward offerings shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other legislation.
- 3.6 **Performance-Driven Remuneration:** The Company shall entrench a culture of performance driven remuneration through the implementation of the Performance Incentive System.
- 3.7 **Affordability and Sustainability:** The Company shall ensure that remuneration is affordable on a sustainable basis.

4. Nomination and Remuneration Committee

- 4.1 The Remuneration Committee of the Board of Directors shall be re-named as Nomination and Remuneration Committee. Members of the Committee shall be appointed by the Board and shall comprise of three or more non-executive directors out of which not less than one-half shall be independent directors.

At present, the Nomination and Remuneration Committee comprises of following Directors:

- i. Mr. Mahendra Pratap Singh (*Non-Executive Independent Director*)
- ii. Ms. Pragya Baid (*Non-Executive Director*)
- iii. Mr. Sharad Kumar Bachhawat (*Non-Executive Independent Director*)

- 4.2 The Committee shall be responsible for

- 4.2.1 Formulating framework and/or policy for remuneration, terms of employment and any changes, including service contracts, remuneration, policy for and scope of pension arrangements, etc for Executives and reviewing it on a periodic basis.
- 4.2.2 Formulating criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Executives.
- 4.2.3 Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down in this policy, recommend to the Board their appointment and removal and carry out evaluation of every director's performance.
- 4.2.4 Formulating terms for cessation of employment and ensure that any payments made are fair to the individual and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognised.

- 4.3 The Committee shall:

- 4.3.1 review the ongoing appropriateness and relevance of the remuneration policy;
- 4.3.2 ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled;
- 4.3.3 obtain reliable, up-to-date information about remuneration in other companies;
- 4.3.4 ensure that no director or executive is involved in any decisions as to their own remuneration.

- 4.4 Without prejudice to the generality of the terms of reference to the Remuneration Committee set out above, the Remuneration Committee shall:

- 4.4.1 operate the Company's share option schemes (if any) or other incentives schemes (if any). It shall recommend to the Board the total aggregate amount of any grants to employees (with the specific grants to individuals to be at the discretion of the Board) and make amendments to the terms of such schemes (subject to the provisions of the schemes relating to amendment);
- 4.4.2 liaise with the trustee / custodian of any employee share scheme which is created by the Company for the benefit of employees or Directors; and
- 4.4.3 review the terms of executive Directors' service contracts from time to time.

5. Procedure for selection and appointment of the Board Members

5.1 Board membership criteria

- 5.1.1 The Committee, along with the Board, reviews on an annual basis, appropriate skills, characteristics and experience required of the Executives for the better management of the Company. The objective is to have a Board with diverse background and experience in business, government, academics, technology and in areas that are relevant for the Company's global operations.
- 5.1.2 In evaluating the suitability of individual Board members, the Committee takes into account many factors, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements. Directors must possess experience at policy-making and operational levels in large organizations with significant international activities that will indicate their ability to make meaningful contributions to the Board's discussion and decision-making in the array of complex issues facing the Company.
- 5.1.3 Director should possess the highest personal and professional ethics, integrity and values. They should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituency.
- 5.1.4 In addition, Directors must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.
- 5.1.5 The Committee evaluates each individual with the objective of having a group that best enables the success of the Company's business.

5.2 Selection of Board Members/ extending invitation to a potential director to join the Board

- 5.2.1 One of the roles of the Committee is to periodically identify competency gaps in the Board, evaluate potential candidates as per the criteria laid above, ascertain their availability and make suitable recommendations to the Board. The objective is to ensure that the Company's Board is appropriate at all points of time to be able to take decisions commensurate with the size and scale of operations of the Company. The Committee also identifies suitable candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an existing Board member. Based on the recommendations of the Committee, the Board evaluates the candidate(s) and decides on the selection of the appropriate member.
- 5.2.2 The Board then makes an invitation (verbal / written) to the new member to join the Board as a Director. On acceptance of the same, the new Director may be appointed by the Board.

6. Procedure for selection and appointment of Executives other than Board Members

- 6.1 The Committee shall actively liaise with the relevant departments of the Company to study the requirement for management personnel;
- 6.2 The Committee may conduct a wide-ranging search for candidates for the positions of KMP and SMP within the Company, within enterprises controlled by the Company or within enterprises in which the Company holds equity, and on the human resources market;
- 6.3 A meeting of the Committee shall be convened, and the qualifications of the initial candidates shall be examined on the basis of the conditions for appointment of KMP and SMP;

- 6.4 Before the selection of KMP or SMP, the recommendations of and relevant information on the relevant candidate(s) shall be submitted to the Board of Directors;
- 6.5 The Committee shall carry out other follow-up tasks based on the decisions of and feedback from the Board of Directors.

7. Compensation Structure

7.1 Remuneration to Non-Executive Directors:

The Non-executive Directors of the Company are paid remuneration by way of sitting fees only for attending the meetings of the Board of Directors and its Committees. The said sitting fees paid to the Non-executive Directors for the Board Meetings and Committee meetings are fixed by the Board and reviewed from time to time in accordance with applicable law. The Non-executive Directors may be paid such commission as the Board may approve from time to time subject to limits prescribed from time to time in the Act or Rules made thereunder.

7.2 Remuneration to Executive Directors, Key Managerial Personnel(s) (KMPs) & Senior Management Personnel (s) (SMPs):

The Company has a credible and transparent framework in determining and accounting for the remuneration of the Managing Director / Whole Time Directors (MD/WTDs), Key Managerial Personnel(s) (KMPs) and Senior Management Personnel(s) (SMPs). Their remuneration are governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards.

The remuneration determined for MD/WTDs are approved by the Board of Directors and members at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in Schedule V. As a policy, the Executive Directors are neither paid sitting fee nor any commission.

8. Approval and publication

- 8.1 This remuneration policy as framed by the Committee shall be recommended to the Board of Directors for its approval.
- 8.2 This policy shall be hosted on the Company's website.
- 8.3 The policy shall form part of Director's report to be issued by the Board of Directors in terms of Companies Act, 2013.

9. Supplementary provisions

- 9.1 This Policy shall formally be implemented from the date on which they are adopted pursuant to a resolution of the Board of Directors.
- 9.2 Any matters not provided for in this Policy shall be handled in accordance with relevant State laws and regulations and the Company's Articles of Association. If this Policy conflict with any laws or regulations subsequently promulgated by the state or with the Company's Articles of Association as amended pursuant to lawful procedure, the relevant state laws and regulations and the Company's Articles of Association shall prevail, and this Policy shall be amended in a timely manner and submitted to the Board of Directors for review and adoption.
- 9.3 The right to interpret this Policy vests in the Board of Directors of the Company.

ANNEXURE 'F'

REPORT ON CSR INITIATIVES TO BE INCLUDED IN THE BOARD'S REPORT

1. A brief outline of the company's CSR policy including overview of projects / programs undertaken :

The Company has framed Corporate Social Responsibility (CSR) Policy in accordance with the provisions of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014. It enumerates the list of activities for channelizing the amount of expenditure towards Corporate Social Responsibility by the Company. CSR Committee has proposed to spend 2% of Company's average net profits made during the 3 immediately preceding financial years in Sri S. L. Dugar Charitable Trust with an established track record of more than three years in undertaking educational activities. The trust owns The Aryan School and is eligible to channelize the entailed expenditure for CSR activities.

The CSR Policy of the Company as approved by the Board of Directors is available on the Company's website at the weblink www.rdbgroup.in/policies.asp.

2. The composition of the CSR Committee is as under:

Name	Category	Position
Sri Sharad Kumar Bachhawat	Non-Executive Independent Director	Chairman
Sri Shanti Lal Baid	Managing Director	Member
Sri Sandeep Baid	Whole-Time Director	Member

3. Average Net Profit of the Company for last 3 financial years: Rs. 61,788,165.33

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): Rs.1,235,763.31

5. Details of CSR spent during the financial year:

(a) Total amount to be spent for the year: Rs. 1,251,000.00

(b) Amount unspent, if any: N.A

(c) Manner in which the amount spent during the financial year is detailed below:

Sl No.	CSR project or activity identified	Sector in which the Project/ activity is covered	Projects/ Programs 1. Local area or other 2. Specify the State and District where projects or program was undertaken	Amount outlay (budget) project/ programs wise	Amount spent on the project or programs Subheads: 1.Direct expenditure on project or programs 2.Overheads:	Cumulative expenditure upto to the reporting period.	Amount spent: Direct/ through implementing agency*
1.	Promotion of Education and healthcare as specified in Company's CSR policy	Education & Health care	Kolkata West Bengal	Rs. 1,251,000	Rs. 1,251,000 by way of contribution/ donation to Sri S.L. Dugar Charitable Trust	Rs. 1,251,000	Through Implementing Agency- Sri S.L. Dugar Charitable Trust came into existence in the year 2001, eligible as per the provisions of Companies Act, 2013
	TOTAL			Rs. 1,251,000		Rs. 1,251,000	

6. CSR Committee Responsibility Statement

The CSR Committee confirms that the implementation and monitoring of CSR activities of the Company is in compliance with the CSR objectives and CSR Policy of the Company.

Sd/-
Shanti Lal Baid
(Managing Director)

Sd/-
Sharad Kumar Bachhawat
(Chairman of CSR Committee)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

World Economic Conditions

Growth prospects have weakened throughout the world economy according to the June 2016 Global Economic Prospects. Emerging market and developing economies (EMDEs) are facing stronger headwinds, including weaker growth among advanced economies and low commodity prices. Global growth is projected to pick up to 3 per cent by 2018, as stabilizing commodity prices provide support to commodity exporting EMDEs. Weakness in emerging market and developing economies in 2015 was carried over into 2016. Aggregate growth for this group is projected at 3.5 percent in 2016, only marginally up from a post-crisis low of 3.4 percent in 2015. However, there are substantial differences in economic prospects between commodity exporters and importers. The global economy has now entered its sixth year of stagnation, and the growth outlook for 2017 shows a continuation of this trend. A projected stabilization in energy and commodity prices may provide a small tailwind for resource rich economies in 2017, but the medium-term trend continues to be dominated by weaker growth in key inputs, notably investment and labor supply. Modest positive signals emerge from the base scenario showing some strengthening in qualitative growth factors, such as more advanced technology, improved labor force skills, and greater productivity. The global economy is in the midst of a decade long slow growth environment characterized by an imminent productivity growth crisis. The looming labor shortage in mature economies and skill deficiencies in emerging markets will add further challenges to global economic prospect. Global growth lacks demand drivers and potential output is likely shrinking while uncertainty is increasing.

Indian Economic Conditions

According to the Economic Survey 2015-16, the Indian economy will continue to grow more than 7 per cent in 2016-17. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, RBI's inflation focus supported by benign global commodity prices. The Economic Survey 2015-16 had forecasted that the Indian economy will be growing by more than seven per cent for the third successive year 2016-17 and can start growing at eight per cent or more in next two years. The International Monetary Fund (IMF) and the Moody's Investors Service have forecasted that India will witness a GDP growth rate of 7.5 per cent in 2016, due to improved investor confidence, lower food prices and better policy reforms. Besides, according to the World Bank, the Indian economy is likely grow at 7.6 per cent in 2016-17, followed by further acceleration to 7.7 per cent in 2017-18 and 7.8 per cent in 2018-19.

As per FICCI, India's economy is likely to expand 7.8 per cent during the current financial year on the back of good monsoons. FICCI said there has been a "marginal improvement" in growth estimate for 2016-17 as against the previous round and "this comes at the back of better performance of the agriculture and industry sector". Reserve Bank has also said the near-term growth outlook for India seems brighter than last fiscal and the economy is likely to expand at 7.6 per cent in 2016-17. FICCI's Economic Outlook Survey puts across a median GDP growth forecast of 7.8 per cent for the current fiscal year.

Packaging and FIBC Industrial Trend

According to FICCI, the Indian packaging industry constitutes about 4 percent of the global packaging industry. The per capita packaging consumption in India is quite low at 4.3 kgs, compared to countries like Germany and Taiwan where it is 42kgs and 19 kgs respectively. The analysts forecast global FIBC market to grow at a CAGR of 7.3% over the period 2014-19. The global FIBC market 2015-19 research report says flexible intermediate bulk container players are increasingly investing in R&D for the development of products that are high performing in terms of quality, durability and energy absorption. Significant growth of industries like food and pharmaceutical has led to a considerable increase in demand of FIBC market. The plastics and polymer consumption is growing at an average rate of 10 percent. The key customer segments for FIBC products are: chemical industry, pharmaceutical industry and food manufacturing industry. China and India are the major FIBC producing countries, and China continues to be the largest supplier in the global market.

SWOT Analysis

Strengths and Opportunities:

Your Company has been engaged in the business of manufacturing polymer-based woven sack & FIBC (Jumbo bags) and enjoys the benefit of experience of over a decade in this field. The most important strength of the Company is the widespread usage of its products leading to diverse market with customers. The main objective of your Company is to get more orders at competitive rates by improving the quality and productivity. The availability of low cost labour, management expertise and their association with polymer processing industry have always been strength to your Company. India is a growing market for plastics and consumes about 12.8 million metric tons (MMT) of plastics annually as per FICCI-TSMG report. The plastics and polymer consumption is growing at an average rate of 10 per cent. Your Company is catering a substantial market share in the domestic woven sack industry and FIBC and has also marked its global presence by exporting to various countries and received appreciation for quality products.

Weaknesses and Threats:

Fluctuating raw material prices- Shortage of raw materials leads to stiff competition resulting in stoppage in production and increase manufacturing cost. The main raw material used in the manufacture of FIBC is polypropylene, which is crude derivative and subject to volatility in prices.

Shortfall of skilled labour- The polymer based industry is labour intensive and your Company faces problem of availability of skilled labour.

Competition- Smaller players with access to Asian markets are creating intense competition for the Company's products.

Risks and Concerns

Risk management is an on-going process in the Company. Your company has well-defined Risk management system that include clear understanding of risk, its evaluation, its impact on the business and undertaking appropriate risk mitigation measures. The main objective of the Risk management approach is to ensure that risks are kept well under controllable levels.

1. **Price Risks:** FIBC's are petroleum based product, therefore, the cost of the bulk bag are directly tied to the price of the oil. The risk of FIBC price increase is high due to uncontrollable factors including Middle East unrest, oil production shortages, fluctuations in the US dollar against other currencies. Increase in crude oil prices along with the continuous fall in rupee value has led to lower profits in spite of higher volume realizations.

Risk mitigation: The Company procures supply of polypropylene mainly from Haldia Petrochemicals Ltd. located in Haldia. The company is also tied up with Reliance Industries Ltd, Indian Oil Corporation etc to ensure consistent availability. Based on our past experience of the range of price fluctuation, we build in cushion against fluctuation while negotiating selling price to our client.

2. **Production Risks:** As a hand-built product, each bag is susceptible to the risk of manufacturing error. Inability of the Company to manufacture quality products may reduce its product acceptance.

Risk mitigation: Your Company is always in the process to improve the quality of jumbo bags. The quality control team provides proper training and ensures quality system is in place for providing quality products to end users.

3. **Human Resources:** The industry being a labour intensive one is highly dependent on the availability of good quality labour.

Risk mitigation: The Company ensured that employee grievances are immediately addressed. It provides all necessary amenities to its employees and undertakes various measures to ensure cordial relations with the union.

4. **Availability Risks:** As an imported product, the logistics of FIBC delivery is difficult to manage, forecast and control. Uncertain production delivery dates, custom clearance timing and other transportation factors, create a high risk of having available inventory when you need it.

Risk mitigation: The Company takes adequate measures by negotiating with clients for consistent supply of inventories. It does not depend solely on imports.

5. **Competition Risks:** High level of competition from various large and small companies may tend to reduce the Company's market share and erode margins.

Risk mitigation: The Company provides best quality products, better services and timely delivery to ensure high levels of customer satisfaction.

Segment Wise Performance

Your Company considers manufacturing of PP Woven sacks and Jumbo bags of various designs as the primary business segment. Therefore segment wise/ product wise performance reporting is not applicable to your Company.

Performance

Your Company is mainly engaged in the business of manufacturing of polymer based woven bags. During the year under review your Company has achieved revenue from operations (net) of Rs 7014.73 lakhs as against Rs. 6318.86 lakhs in the previous year whereas the Company during the year has achieved total revenue of Rs 7591.42 lakhs as against Rs 8527.37 lakhs in the previous year. PBIDT was Rs 986.72 lakhs as compared to Rs 852.74 lakhs during the previous year. PBT for the year under review was Rs 850.84 lakhs as against profit of Rs 678.87 lakhs in the previous year.

Outlook

The company will continue to tap new global prospects by leveraging its leadership position in the FIBC segment. The Company is optimistic of increasing its revenue by focusing on plastic processing solutions. The Company installed and commissioned 540KWp Roof Top Solar Power Plant at its factory premises, Haldia as a measure of cost effective and eco friendly alternative source of energy. The manufacturing facilities of the Company are vertically integrated.

Internal Control Systems and their Adequacy

The main objective of the internal control system of your Company is to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and all transactions are authorized, recorded and reported correctly. The Company continuously strives to enhance the control monitoring system to achieve uninterrupted growth. We have adequate Internal Audit and Control system in our Company. Periodic review of control systems by the Internal Auditors M/s Garg Narender & Co, Chartered Accountant, Kolkata, ensures their adequacy and effectiveness.

Human Resource

Human Resource is one of the most vital elements to the success of any Company. Your Company considers its human resource as the most valuable assets, among all. The Company has a structured recruitment process; the main aim is on recruiting people who have the capacity to work in group, supported by consistent training programmes and internal growth opportunities. The Company continuously strives to improve the performance of employees by investing in training and developing for long-term growth of the Company. Your Company consistently invests efforts to maintain very cordial and harmonious relations with its employees. The total employee strength of the Company is 115 nos as on 31st March, 2017.

Cautionary Statement

Statements in the Management discussion and analysis, describing the Company's objectives, outlook, opportunities and expectations may constitute "Forward Looking Statements" within the meaning of applicable laws and regulations. The Actual result may vary materially from those expressed or implied in the statement. Several factors make a significant difference to the Company's operations including the government regulations, taxation and economic scenario affecting demand and supply condition and other such factors over which the Company does not have any direct control.

CORPORATE GOVERNANCE REPORT

1. Philosophy of Company on Code of Corporate Governance

Good Corporate Governance is about maximizing shareholders' value on a sustainable basis for building a strong and long -term relationship with the investors, customers, suppliers, employees, bankers, government and society. Your Company adheres to good corporate practices and is constantly striving to improve them and adopt best practices.

2. Board of Directors

The Board of directors ('the Board') of your Company plays an important role in smooth functioning of the Company, ensuring good corporate governance and in creating shareholder value. The principal responsibility of the Board is to ensure creation of value for every stakeholder and to achieve excellence through long-term sustainable development.

• Composition of the Board

The Board of Directors of your Company consists of persons with considerable skills and experience in different areas like finance, marketing, technology and general management. The Board of Directors of the Company has been constituted in a manner which ensures appropriate combination of Executive, Non-executive and Independent Directors. As on 31st March, 2017, your Company's Board comprises of six Directors. At present, the Board has two Executive Directors, one Non-Executive (Women) Director and three Independent Directors. The Board of Directors of the Company is headed by Sri Shanti Lal Baid, Chairman. The number of Independent Directors is three i.e. 50% of the total number of directors. The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Non-Executive Directors are responsible for the day to day affairs of the Company. At the time of appointment, every Independent Director signs a Declaration to confirm that he fulfills all the conditions for being an Independent Director as laid down under the law. None of the Directors are related inter-se except for Sri Shanti Lal Baid, Sri Sandeep Baid and Smt Pragya Baid.

All the directors have made necessary disclosures regarding directorship / committee positions occupied by them in other public limited companies in accordance with Regulations 25 and 26 of the SEBI Listing Regulations, 2015 and the Companies Act, 2013.

The composition of Board and the category of Directors as on 31st March, 2017 are as follows:

Name of the Directors	Category	No. of Board Meetings attended	No. of Directorship(s) held in Other Public Co(s)	No. of Membership(s) / Chairmanship(s) in Committees in Other Public Co(s)	Relationship with other Directors	No. of shares and convertible instruments held by Non-Executive Directors
Sri Shanti Lal Baid (Chairman cum Managing Director)	Promoter & Executive Director	4	-	-	Relative of Sri Sandeep Baid & Smt Pragya Baid	-
Sri Sandeep Baid (Whole Time Director)	Promoter & Executive Director	4	-	-	Relative of Sri Shanti Lal Baid & Smt Pragya Baid	-
Sri Sharad Kumar Bachhawat	Non Executive & Independent Director	4	-	-	-	-
Sri Mahendra Pratap Singh	Non Executive & Independent Director	4	1	1	-	-
Smt Pragya Baid	Non Executive Director	4	-	-	Relative of Sri Shanti Lal Baid & Sri Sandeep Baid	-
Sri Abhay Bharat Kumar Doshi	Non Executive & Independent Director	4	-	-	-	-

- Excludes Directorships in private limited except private companies which are subsidiary or holding of public companies, foreign companies and companies registered under section 8 of the Companies Act, 2013.
- Only memberships/chairmanships of the Audit Committee and Stakeholder Relationship Committee in various public limited companies considered.
- None of the Directors hold Directorships in more than 20 companies including 10 public limited Companies pursuant to Section 165 of the Companies Act, 2013.
- None of the Directors hold Membership and/or Chairmanship of any Committee exceeding 10 Companies and/or 5 Companies respectively as per Regulation 26(1) of the Listing Regulations.

- **Board Meetings and Board Committee Meetings**

The Board meets at regular intervals to discuss and decide on the Companies business policies and strategies. The Agenda of the Board meetings is set by the Company Secretary in consultation with the chairman and circulated well in advance to the Board members backed by comprehensive background information to enable them to take appropriate decisions. In addition to the information required under the various statutes, the Board is also kept informed of major events/ items and approvals taken whenever necessary.

Number of Board Meetings held during the year

The Board of Directors met four (4) times during the year ended 31st March, 2017 on 30th May, 2016, 11th August 2016, 14th November 2016 and 11th February 2017. The maximum interval between any two consecutive meetings was not more than one hundred and twenty days. The necessary quorum was present in all the meetings.

Attendance of each Director at Board Meetings and at last AGM

Director	No. of Board Meetings		Attendance at last AGM (03.09.2016)
	Held	Attended	
Sri Shanti Lal Baid	4	4	Yes
Sri Sandeep Baid	4	4	Yes
Sri Mahendra Pratap Singh	4	4	Yes
Sri Abhay Bharat Kumar Doshi	4	4	Yes
Sri Sharad Kumar Bachhawat	4	4	Yes
Smt Pragya Baid	4	4	Yes

The Company sends agenda folder to each Director well in advance before every Board and Committee meetings. All the agenda items are supported by necessary information and documents to enable the Board to take suitable decisions. The Board considers and reviews adoption of quarterly/half-yearly /annual results, accounting provisions and minutes of meetings of the Audit and other Committees of the Board. The Board is also briefed about the latest developments on various functional areas.

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a brief resume of Directors retiring by rotation and seeking re-appointment is appended in the notice for convening the Annual General Meeting (AGM).

Information Placed before Board of Directors

The Company has complied with Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 17(7) of the said regulations with regard to information being placed before the Board of Directors.

Familiarization Programme

In terms of Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is required to conduct programmes for the Independent Directors of the Company to familiarize them with their roles, responsibilities, rights in the Company, nature of industry in which Company operates, business model of the Company etc. Efforts are made to familiarize the Directors about their roles, responsibilities, rights in the Company, nature of industry in which Company operates, business model of the Company etc. The Directors are regularly briefed about the industry specific issues and are also updated on the changes in the policies, relevant laws and regulations, developments in industry areas etc.

The details of such familiarization programmes have been placed on the website of the Company under the weblink: <http://www.rdbgroup.in/policies.asp>.

3. Committees of the Board

The Board Committees plays a pivotal role in the better governance of the Company and have been constituted to deal with relevant areas which concern the Company. The Board has constituted various Committees consisting of Directors viz. the Audit Committee, the Stakeholder Relationship Committee, Nomination & Remuneration Committee and the Corporate Social Responsibility Committee. Meeting of each of these Committee are administered by the respective Chairman of the Committee. The Minutes of the meetings of all the Committees are placed before the Board for review. Details of role and composition of these Committees including the number of meetings held during the financial year and the related attendance details are provided hereunder. Matters requiring Board's attention/ approval are placed before the Board.

a) Audit Committee

The Audit Committee of your Company acts as a link between the statutory & internal auditors and Board of Directors. The Audit Committee of the Company meets every quarter to review the financial results of previous quarter before the same are approved at Board and also meets each year before finalization of accounts. The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee comprises of three directors.

• Composition

As on 31.03.2017, the Audit Committee comprises of:

Name	Category	Position
Sri Abhay Bharat Kumar Doshi	Non-Executive Independent Director	Chairman
Sri Sharad Kumar Bachhawat	Non-Executive Independent Director	Member
Sri Sandeep Baid	Whole Time Director	Member

All the members of the Audit Committee are financially literate and have good knowledge of finance, accounts as well as company law. Minutes of each Audit Committee meeting are placed and discussed in the next meeting of the Board. The Chief Financial Officer of the Company attends the meeting of the Audit Committee and the Company Secretary acts as a Secretary to the Audit Committee.

Terms of reference

The terms of reference of the Audit Committee are enumerated below:

The terms of reference of the Audit Committee are in line with the guidelines set out in Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013 and include the following:

- Investigate any activity within its terms of reference and to seek any information it requires from any employee,
- Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary,
- Have full access to information contained in the records of the Company.

The role of the Committee includes the following:

- (a) To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- (b) To recommend the appointment, remuneration, terms of appointment and removal of Statutory Auditors, and to review the manner of rotation of Statutory Auditors;

- (c) To recommend the appointment, remuneration and removal of Cost Auditors, where necessary;
- (d) To approve transactions of the Company with related parties, including modifications thereto;
- (e) To review and monitor the Statutory Auditor's independence and performance, and effectiveness of the audit process;
- (f) To evaluate the Company's internal financial controls and risk management systems;
- (g) To review with the management the following:
 - i. Annual financial statements and Auditor's Report thereon before submission to the Board for approval;
 - ii. Quarterly financial statements before submission to the Board for approval;
- (h) To review the following:
 - i. Management discussion and analysis of financial condition and results of operations;
 - ii. Adequacy of internal control systems and the Company's statement on the same prior to endorsement by the Board, such review to be done in consultation with the management, Statutory and Internal Auditors;
 - iii. Reports of Internal Audit and discussion with Internal Auditors on any significant findings and follow-up thereon;
 - iv. System / manner of maintenance, storage, retrieval, display, print out and security of books of account of the Company maintained in the electronic form;
 - v. Functioning of Whistle blower Mechanism

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions, submitted by management;
- Management letters /letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief Internal Auditor.
- Statement of deviations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to the Stock Exchange(s) in terms of Regulation 32(1).
 - (b) Annual Statement of funds utilized for purposes other than those stated in the offer document / prospectus/ notice in terms of Regulation 32(7).

Meetings and attendance during the year

The Committee meets at regular intervals. During the year under review, four (4) meetings of the Audit Committee of the Company were held i.e. on 30 May 2016, 11th August 2016, 14th November 2016 and 11th February 2017 wherein all the members of the Committee were present. The gap between any two meetings did not exceed 120 days complying with the Companies Act, 2013 and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Stakeholders' Relationship Committee

The Board had constituted a Stakeholders Relationship Committee in compliance with the provisions of section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to approve transfer/ transmission/rematerialisation of shares, consolidation, issue of duplicate share certificates etc. and oversee redressal of shareholders' and investors' grievance e.g. non-receipt of dividend, annual reports, notice etc.

- Composition**

As on 31.03.2017 the Stakeholders' Relationship Committee comprises of:

Name	Category	Position
Sri Sharad Kumar Bachhawat	Non-Executive Independent Director	Chairman
Sri Shanti Lal Baid	Managing Director	Member
Sri Sandeep Baid	Whole Time Director	Member

The Company Secretary of the Company is the Secretary of the Committee.

The terms of reference of the Committee meet with the requirements of SEBI Listing Regulations, 2015 and the provisions of the Companies Act, 2013.

Meetings and attendance during the year:

The Stakeholders Relationship Committee constituted by the Board comprises of three directors. During the year under review, the Committee met four times on 30th May 2016, 11th August, 2016, 14th November 2016, and 11th February, 2017 wherein all the members of the Committee were present.

Details of Shareholder's Complaints

(a)	Number of Shareholder's complaints received during the year	Nil
(b)	Number of Shareholder's complaints resolved during the year	Nil
(c)	Number of complaints not solved to the satisfaction of Shareholders	Nil
(d)	Number of complaints pending	Nil

Compliance Officer and status of pending complaints:

Ms. Mausami Das, Company Secretary, is the Compliance Officer of the Company for attending to complaints of members. During the financial year ended 31st March, 2017, the Company has not received any complaints from shareholders. There were no complaints pending at the beginning and at the close of the financial year. No complaint was posted on SCORES.

c) Nomination & Remuneration Committee

The Board had constituted a Nomination & Remuneration Committee in compliance with the provisions of section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- Composition**

The Nomination and Remuneration Committee comprises of the following three members:

Name	Category	Position
Sri Mahendra Pratap Singh	Non-Executive Independent Director	Chairman
Smt Pragya Baid	Non-Executive Director	Member
Sri Sharad Kumar Bachhawat	Non-Executive Independent Director	Member

The Company Secretary of the Company is the Secretary of the Committee.

Terms of Reference

The terms of reference of the Committee are enumerated below:

The Nomination and Remuneration Committee shall act in accordance with the prescribed provisions of section 178 of the Companies Act, 2013 and shall be responsible for:-

- i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ii) Formulation of criteria for evaluation of Independent Directors and the Board;
- iii) Devising a policy on Board diversity;
- iv) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

Meetings and attendance during the year:

The Nomination & Remuneration Committee constituted by the Board comprises of three directors. The Committee met twice during the financial year ended 31st March, 2017 on 30th May, 2016 and 11th February, 2017 wherein all the members of the Committee were present.

- Remuneration policy
The Company has framed a Remuneration Policy attached as Annexure E to the Board's Report.
- Details of Remuneration to Directors for the year

Remuneration paid to Directors for the Financial Year 2016-17 is as follows:

(Rs.)

Director	Consolidated salary	Perquisites and other Benefits	Sitting Fees	Total
Sri Shanti Lal Baid	1,200,000/-	21,600/-	Nil	1,221,600/-
Sri Sandeep Baid	1,740,000/-	21,600/-	Nil	1,761,600/-

Service Contracts, Severance Fee, Notice Period and Stock Options:

- i) The appointments are subject to termination by giving two months notice in writing on either side.
- ii) Sri Sandeep Baid is being re-appointed as the Whole Time Director w.e.f April 1, 2016 for a period of three years and the same is being ratified by members in the AGM held on 03.09.2016.
- iii) The Company does not have at present any scheme for grant of Stock Options to its Directors or Employees. Nomination and Remuneration Committee recommends the remuneration for the Executive Directors and Key Managerial Personnel and the same is then approved by the Board and Shareholders, where required. The remuneration paid to Executive Directors is determined keeping in view the industry benchmark, the relative performance of the Company to the industry performance, etc.

No remuneration (either by way of sitting fees or otherwise) has been paid to the Non-Executive Directors in the financial year 2016-17. The Non-Executive Directors do not hold any shares and/or convertible instruments in the Company and also they do not have any pecuniary relationship or transaction with the Company. The Company has not granted any stock options to its Directors.

Performance evaluation of Directors

In compliance with the provisions of the Listing Regulations, 2015 the Nomination and Remuneration committee on the basis of the Board Evaluation policy and framework adopted by the Board carries out the evaluation process of the Independent Directors. The Committee formulates evaluation criteria for the Independent Directors which is broadly based on:

- Leadership & stewardship abilities
- Contributing to clearly define corporate objectives & plans
- Communication of expectations & concerns clearly with subordinates

- Obtain adequate, relevant & timely information from external sources
- Review & approve achievement of strategic and operational plans, objectives, budgets
- Regular monitoring of corporate results against projections
- Identify, monitor & mitigate significant corporate risks
- Assess policies, structures & procedures
- Review management's succession plan
- Effective meetings
- Assuring appropriate board size, composition, independence, structure
- Clearly defining roles & monitoring activities of committees
- Review of corporation's ethical conduct

d) Corporate Social Responsibility Committee

The Corporate Social Responsibility (CSR) Committee had been constituted by the Board of Directors of the Company as per the provision of Section 135 of the Companies Act, 2013 read with Corporate Social Responsibility (CSR) Rules, 2014.

• **Composition**

As on 31st March, 2017 the Committee comprises of :

Name	Category	Position
Sri Sharad Kumar Bachhawat	Non-Executive Independent Director	Chairman
Sri Shanti Lal Baid	Managing Director	Member
Sri Sandeep Baid	Whole Time Director	Member

The Company Secretary of the Company is the Secretary of the Committee.

Terms of reference

The terms of reference of the Committee are enumerated below:

- a) to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013,
- b) to recommend the amount of expenditure to be incurred on the activities referred to in Clause(a) in a financial year,
- c) to monitor the Corporate Social Responsibility Policy of the Company from time to time,
- d) any other matter /thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.

During the year one (1) meeting of the CSR Committee on 11th February, 2017 wherein all the members of the Committee were present.

• **CSR Contribution**

The Company has contributed Rs 12,51,000/- to Sri SLD Charitable Trust, a Registered Society for activities relating to promotion and improvement of education and promotion of health care and sanitation which was in pursuance of 2% of its average net profits made during the 3 immediately preceding financial years .

• **Corporate Social Responsibility Committee Report**

The CSR Report for the year ended 31st March 2017 is attached as Annexure- F to the Board's Report.

e) Independent Directors Meeting

During the year a separate meeting of Independent Directors was held inter-alia on 11th February, 2017 to review the performance of non-independent directors and the Board as a whole. The meeting was attended by Sri Sharad Kumar Bachhawat, Sri. Mahendra Pratap Singh and Sri Abhay Bharat Kumar Doshi. The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and rules made thereunder.

The Independent Board members were provided necessary documents, reports and other presentations about the Company.

f) Other Committee

The Company has an Investment Committee. The Investment Committee comprises of three members namely Sri Shanti Lal Baid, Sri Sandeep Baid and Sri Bidhan Neogi. The responsibilities and duties of the Committee are as under:

- Review the investment policies, strategies, and programs of the Company
 - Determine that investment constraints are consistently followed and that procedures are in place to ensure that the investment portfolio is managed in compliance with the investment policy and applicable investment constraints
 - Review the performance of the investment portfolios of the Company
- The Committee met four times during the financial year 2016-17, on 30th May, 2016, 11th August, 2016, 14th November 2016, and 11th February, 2017 wherein all the members of the Committee were present.

Details of General Body Meetings

a) Details of Annual General Meeting:

The date, time, venue and the special resolutions passed in the last three Annual General Meetings are as under-

Financial Year ended	Meeting	Date	Time	Venue	Special Resolutions passed, if any
2015-16	21 th AGM	Saturday, 3rd September, 2016	9:30 A.M.	Bharatiya Bhasha Parishad , 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700 017	Re-appointment of Sri Sandeep Baid as Whole Time Director
2014-15	20 th AGM	Friday, 4 th September, 2015	10:00 A.M.	Kala Kunj, 48, Shakespeare Sarani, Kolkata-700017	Approval of Borrowing Limit
2013-14	19 th AGM	Friday, 5 th September, 2014	11:00 A.M.	Kala Kunj, 48, Shakespeare Sarani, Kolkata-700017	Re-appointment of Sri Shantilal Baid as Managing Director of the Company, Approval of related party transactions

b) Details of Extra Ordinary General Meeting:

No Extra Ordinary General Meeting was held during the financial year 2016-17.

c) Postal Ballot:

No special resolution was passed through Postal Ballot during the financial year 2016-17.

None of the business proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through postal ballot.

4. Disclosures

a) Materially Significant related party transaction that may have potential conflict with the interest of the Company :

All contracts with our affiliates entered into during the said period have no potential conflict of interests of the Company at large and are being carried out at an arm's length at fair market value. There is no materially significant related party transactions entered i.e. any transaction of material nature, with its promoters, directors or the management or relatives etc. that may have potential conflict with the interest of the Company at large, other than in the normal course of business. The mandatory disclosure of transactions with related parties set out in Note no 2.31 is in compliance with the Accounting Standard (AS-18) & forms a part of the Annual Report.

The policy on material related party transactions and on dealing with related parties and a statement on such policy has been uploaded on the Company's website at weblink www.rdbgroup.in/policies.asp

b) Statutory Compliances:

The Company is regular in complying with the requirements of the regulatory authorities on the matters relating to the capital market.

Investigation by SEBI on public offer has been completed.

SAT passed Order on 26th July 2016, in the matter of SAT Appeal No. 514, 532, 533 and 534 of 2015 of RDB Rasayans Ltd, Sri Sunder Lal Dugar (Ex-Director), Sri Shanti Lal Baid, Managing Director of the Company and Sri Sandeep Baid, Whole Time Director of the Company against the Order passed by the Whole Time Member (WTM) of SEBI on 19th December, 2014 wherein:

SAT, in view of its decision that the appellants are guilty of violating the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") and SEBI (Prevention of Fraudulent and Unfair Trade Practices) Regulations, 2003 ("PFUTP Regulations") and the appellants have already undergone the debarment imposed under the Impugned Order, without going into the question as to whether the WTM of SEBI was justified in upholding the two additional charges, has disposed of all the appeals as in fructuous with no order as to costs.

c) Disclosure of Accounting Treatment

In preparation of Financial Statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India. The significant Accounting Standards have been set out in the notes to Accounts of the Audited Accounts.

d) Management Discussion and Analysis Report (MDA)

MDA forms part of the Director's Report and the same is annexed separately in this Annual Report.

e) Whistle Blower Policy

The Company has framed a Vigil Mechanism/ Whistle Blower Policy which is being reviewed by Audit Committee timely and has affirmed that no personnel have been denied access to the Audit Committee. The said policy may be referred to, at the Company's website at the weblink www.rdbgroup.in/policies.asp

The Vigilance Officer/Chairman of Audit Committee has not received any complaint during the financial year ended 31st March, 2017.

f) Code of Conduct for Directors and Senior Management

The Company is consistently endeavoring to conduct its business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations.

The Company believes that a good Corporate Governance structure would not only encourage value creation but also provide accountability and control systems commensurate with the risks involved.

The Board of Directors has adopted the Code of Conduct for the Directors and Senior Management ("the code") which is disclosed on the company's website.

The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by all. A declaration signed by the Managing Director is given as follows:

DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT

"I hereby confirm that Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of period starting from 01.04.2016 to 31.03.2017."

For **RDB Rasayans Limited**

Shanti Lal Baid

DIN:00056776

Chairman & Managing Director

Place: Kolkata

Date: 27th day of May, 2017

g) Code of Insider Trading: The Board of Directors has also adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price sensitive information. A copy of the Code is accessible on the Company's website, at weblink www.rdbgroup.in/policies.asp

5. Means of Communication

The Company interacts with the shareholders through the multiple channels of communication such as publication of results, Annual Report and the Company's website.

- The Company also informs the Stock Exchange in a prompt manner, all price sensitive and other matters which in its opinion, are material and relevant for the shareholders.
- The quarterly financial results and annual audited financial results are generally published in Financial Express in English and Kalantar Patrika in Bengali.
- The quarterly financial results and annual audited financial results of the Company are sent to the BSE Ltd.
- The Company's financial results are also displayed in its website at weblink www.rdbgroup.in/financialresults.asp. The Company has designated the following e-mail id exclusively for investor services: investor.rasayans@rdbindia.com.
- No presentation was made to the institutional investors or to the analysts during the year under review.
- Annual Report containing, inter alia, Director's Report, Auditor's Report, Audited Annual Accounts and other important information is circulated to members and others entitled thereto.

6. Compliance Certificate by the Auditors

The statutory auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is annexed.

7. Reconciliation of Share Capital

As per SEBI (Depositories & Participants) Regulation, 2003, Certificate of Reconciliation of Share Capital Audit issued by a Practicing Company Secretary, confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL, is placed before the Board on a quarterly basis and also submitted to the Stock Exchange.

8. Compliance with requirements of Corporate Governance pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

The Company has complied with all the mandatory requirements of Corporate Governance of the Listing Regulations and has adopted the following discretionary requirements of Part E of Schedule II as mentioned in Regulation 27(1) of the Listing Regulations:

A. The Board

Since the Company does not have a Non-Executive Chairman, it does not maintain such office.

B. Shareholder Rights

Half yearly financial results are forwarded to the Stock Exchanges and uploaded on the website of the Company like quarterly results.

C. Audit Qualifications

During the year under review, there was no audit qualification in the Auditors' Report on the Company's financial statements.

9. The Company has no subsidiary and hence there is no need to frame any policy for determining "material" subsidiary.
10. The Company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities are not applicable.

11. General Shareholder Information

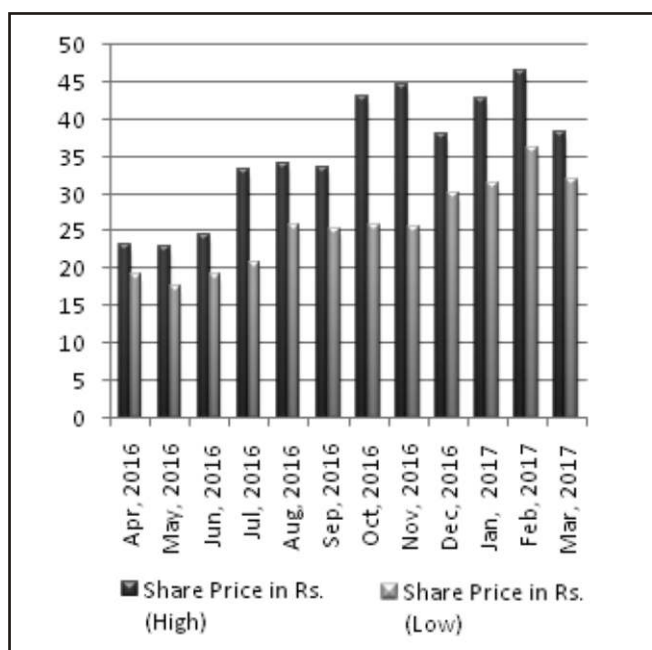
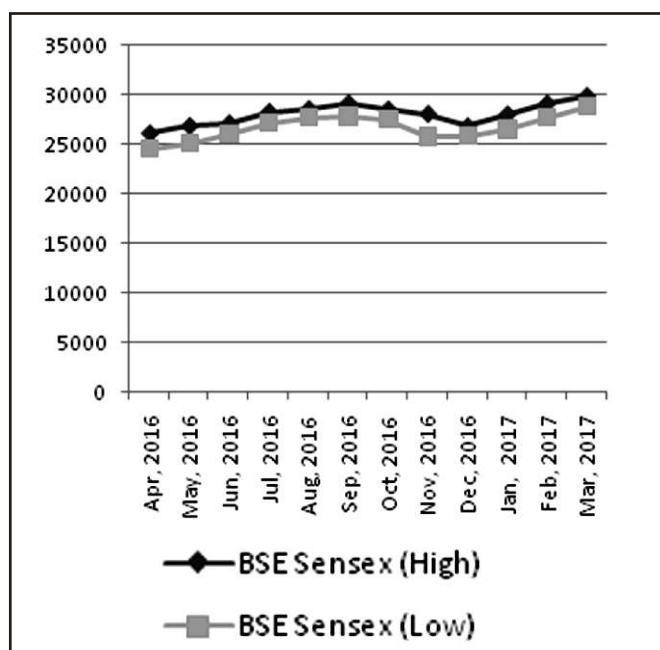
1. Annual General Meeting Day, Date & Time Venue	Wednesday, 06 th September, 2017 at 11:30 a.m. Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4 th Floor, Kolkata- 700 017
2. Financial Calendar (Tentative) ➤ Financial Year ➤ Results for the Quarter ended June 30, 2017 September 30, 2017 December 31, 2017 March 31, 2018	April 1, 2017 to March 31, 2018 On or before 14 th August, 2017 On or before 14 th November, 2017 On or before 14 th February, 2018 On or before 30 th May, 2018
3. Book Closure Date	31 st August, 2017 to 06 th September, 2017 (both days inclusive)
4. Listing Details	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 Website: www.bseindia.com
5. Stock Code	Scrip Code: 533608 ISIN: INE123M01017 CIN: L36999WB1995PLC074860
6. Registrar & Share Transfer Agent	Main Office: M/s Link Intime India Pvt.Ltd. C-101, 247 Park, L.B.S Marg, Vikhroli West Mumbai- 400 083 Phone No. 022-4918 6270 Fax No. 022- 4918 6060 E-mail: mumbai@linkintime.co.in Branch office: M/s Link Intime India Pvt. Ltd. 59C, Chowringhee Road, 3rd Floor, Kolkata- 700 020 Phone No: 033-2289 0540, 2290 9469 Fax No: 033-2289 0539 E-mail: kolkata@linkintime.co.in Contact Person: Mr. S P Guha (Head- Kolkata Operation)

7. Compliance Officer / Company Secretary	Ms. Mausami Das "Bikaner Building" 8/1, Lal Bazar Street, 3rd Floor, Room No. 9 Kolkata- 700001 Phone No: 033 44500500 E-mail: mausamidas@rdbindia.com
8. Depository System	As on 31st March, 2017 a total of 16,074,640 Equity Shares of the Company representing 90.74% of the total Equity Share Capital were held in Dematerialised Form.
9. Investor complaint to be addressed to	Link Intime India Pvt Ltd (RTA) or Ms. Mausami Das (Company Secretary)
10. E-mail ID of Grievance Redressal Division	investor.rasayans@rdbindia.com
11. Payment of Listing Fees	Annual listing fee for the year 2017-18 has been paid by the Company to BSE
12. Depositories	National Securities Depository Limited Trade World, Kamala Mills Compound, Lower Parel, Mumbai- 400 013 Website: www.nsdl.co.in
	Central Depository Services (India) Limited P J Towers, 17th Floor, Dalal Street, Fort Mumbai- 400 001 Website: www.cdslindia.com
13. Payment of Depository Fees	Annual custody / Issuer fee for the year 2017-18 has been paid by the Company to CDSL and NSDL
14. Outstanding Warrants, GDRs/ADRs and Convertible Bonds, Conversion date and likely impact on equity	Not Applicable

Market Price Data

The monthly high and low share price data at the Bombay Stock Exchange Limited for the period April, 2016 to March, 2017:

Month	Share Price (High) Rs.	Share Price (Low) Rs.	BSE Sensex (High)	BSE Sensex (Low)
Apr, 2016	23.20	19.25	26100.54	24523.20
May, 2016	23.00	17.70	26837.20	25057.93
June, 2016	24.50	19.15	27105.41	25911.33
July, 2016	33.40	20.80	28240.20	27034.14
Aug, 2016	34.00	26.00	28532.25	27627.97
Sep, 2016	33.55	25.30	29077.28	27716.78
Oct, 2016	43.20	25.75	28477.65	27488.30
Nov, 2016	44.65	25.65	28029.80	25717.93
Dec, 2016	38.10	30.20	26803.76	25753.74
Jan, 2017	42.90	31.50	27980.39	26447.06
Feb, 2017	46.45	36.30	29065.31	27590.10
Mar, 2017	38.40	31.85	29824.62	28716.21



Share Transfer System

The shares received in physical mode by the Company / RTA are transferred expeditiously provided the documents are complete and shares under transfer are not under dispute. The RTA, which is a category-I Registrar and Share Transfer Agent performs all share transfer activities. Therefore, all correspondence should be mailed to the address of the RTA given in the General Shareholder Information. Shareholders holding shares in the electronic form should address their correspondences to their respective depository participants.

Distribution of Shareholding as on 31st March, 2017

> By size:

Range of Shares	Number of Shareholders	% of Shareholders	No. of Shares	% of Shares
Up to 500	2,300	81.821	278,513	1.572
501-1000	230	8.182	194,774	1.099
1001-2000	114	4.055	180,624	1.020
2001-3000	38	1.351	99,126	0.560
3001-4000	22	0.783	79,992	0.452
4001-5000	25	0.889	119,553	0.675
5001-10000	36	1.280	259,744	1.466
10001- above	46	1.636	16,502,474	93.156
Total	2,811	100.00	17,714,800	100

> By Category:

Category	Number of Shares	% to Total
Promoter and Promoter Group	12,873,099	72.669
Banks, Financial Institution etc.	Nil	Nil
Corporate Bodies	1,833,204	10.348
Indian Public	2,488,895	14.049
HUF	101,905	0.575
NRIs	267,875	1.512
Clearing Members	149,322	0.843
NRN	500	0.003
Total	17,714,800	100

List of Top Ten Shareholders as on 31st March, 2017

Name of the Shareholder	No. of Shares held	% of Shareholding
Smt Sheetal Dugar	4,361,404	24.620
M/s YMS Finance Pvt. Ltd.	3,513,800	19.835
Sri Vinod Dugar	3,434,800	19.389
M/s Growth Techno Projects Ltd.	1,640,000	9.258
Sri Sandeep Baid	902,695	5.096
Sri Subramanian P	392,300	2.215
Sri Shanti Lal Baid	380,000	2.145
Sri Moti Lal Laxkar	379,235	2.141
Sri Moizbhai Hakimuddin Boriawala	211,250	1.193
Shanti Lal Baid (HUF)	140,000	0.790

Details of Shares held by Directors as on 31st March, 2017

Name of Director	No. of Equity Shares	% of Total Holding
Sri Shanti Lal Baid	520,000*	2.935
Sri. Sandeep Baid	902,695	5.096
Sri Mahendra Pratap Singh	Nil	Nil
Sri. Sharad Kumar Bachhawat	Nil	Nil
Smt Pragya Baid	Nil	Nil
Sri Abhay Bharat Kumar Doshi	Nil	Nil
Total	1,422,695	8.031

*includes 140,000 shares of Shanti Lal Baid (HUF)

Dematerialisation of Shares and liquidity

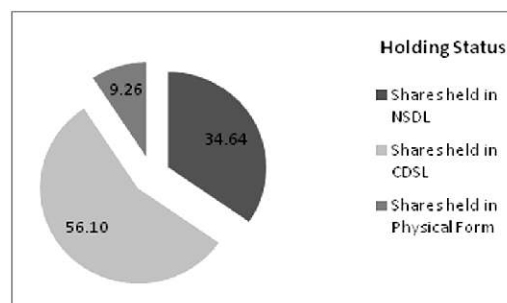
As on 31st March, 2017 a total of 16,074,640 Equity Shares of the Company representing 90.74% of the total Equity Share Capital were held in Dematerialised Form.

The bifurcation of shares held in Physical and Demat Form as on 31st March, 2017 is given below:

Status of Dematerialisation	No. of Shares	% of Total Shares
Shares held in NSDL	6,137,276	34.64
Shares held in CDSL	9,937,364	56.10
Shares held in Physical Form	1,640,160	9.26

Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on Equity

Not applicable as the Company has not made any such issue.



Transfer of Unclaimed amounts to Investor Education and Protection Fund

Pursuant to section 124 of the Companies Act, 2013, dividends that are unpaid/unclaimed for a period of seven years from the date they became due for Payment are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government.

Plant Location:

RDB Rasayans Limited

126, Basudevpur, HPL Link Road,
Haldia- 721 602, Dist. Purba Medinipur,
West Bengal

Address for Correspondence:

Registered office

RDB Rasayans Limited

Bikaner Building, 8/1 Lal Bazar Street,
3rd Floor, Room No 9,
Kolkata- 700 001
Website: www.rdbgroup.in

**For and on behalf of the Board
RDB Rasayans Ltd.**

Place: Kolkata
Date: 27th day of May, 2017

**Shanti Lal Baid
Chairman & Managing Director**

CEO/CFO CERTIFICATION

To,
The Board of Directors,
RDB Rasayans Limited
Bikaner Building,
8/1 Lal Bazar Street,
3rd Floor, Kolkata-700001

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee that :
- (1) there has not been any significant change in internal control over financial reporting during the year;
 - (2) there has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - (3) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For **RDB Rasayans Limited**

For **RDB Rasayans Limited**

Place: Kolkata
Date: 27th day of May, 2017

Shanti Lal Baid
Managing Director &
Chief Executive Officer

Bidhan Neogi
Chief Financial Officer

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To The Members of RDB RASAYANS LIMITED

We have examined the compliance of conditions of Corporate Governance by RDB RASAYANS LIMITED for the year ended 31st March, 2017 as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.

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

Place: Kolkata
Date: 27th day of May, 2017

For S M DAGA & CO.
Chartered Accountants
Firm's Registration Number: 303119E

Deepak Kumar Daga
(Partner)
Membership Number: 059205

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF RDB RASAYANS LIMITED

We have audited the accompanying financial statements of RDB RASAYANS LIMITED, which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit & Loss and Cash Flow Statement for the year ended, and also 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 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 aforesaid 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 31st March, 2017, and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to the following matter in the Notes to the following financial statements:

- a) Note 2.36 to the financial statements which, describes the uncertainty related to the outcome of pending dispute against West Bengal Government in the matter of Entry Tax.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records as we considered appropriate and according to the information and explanations given to us, we set out a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

- 1)
 - a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) As explained to us Fixed Assets of the company are physically verified by the management according to a phased programme designed to cover all the items which considering the size and nature of operations of the company appears to be reasonable. Pursuant to such program, no material discrepancies between book records and physical inventory have been noticed on physical verification.
 - c) The title deeds of immovable properties are held in the name of the company.
- 2)
 - a) The inventory (excluding stock lying with third parties) has been physically verified by the management at regular intervals. In respect of inventory lying with third parties, these have substantially been confirmed by them.
 - b) In our opinion and according to the information's and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) On the basis of our examinations of records of the inventory, in our opinion, the company is maintaining proper records of inventory except in respect of work-in-progress. As in earlier years, work-in-progress has been determined by the management on the basis of physical verification. The discrepancies ascertained on physical verification between the physical stock and the book records of inventory were not material in relation to the operations of the Company.
- 3) 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 2013. Hence clause is not applicable.
- 4) According to the records of the company examined by us and according to the information and explanations given to us, in our opinion the company has neither given any loans, guarantees or security nor has made any investments covered under the provisions of section 185 and 186 of the Companies Act, 2013.
- 5) The company has not accepted deposits and the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and the rules framed there under are not applicable.
- 6) The rules regarding maintenance of cost records which have been specified by the central government under sub-section (1) of section 148 of the Companies Act, 2013 are applicable to the Company, and the company has made and maintained such records as required by statute.

- 7) a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and there is no arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable except entry tax which is pending since last 3 years as the matter is under dispute in Hon'ble High Court of Calcutta.
- b) According to the records of the company examined by us and according to information and explanations given to us, there are no dues in respect of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess which have not been deposited on account of any dispute except as stated below:

Nature of Statute	Nature of Dues	Amount (Rs in Lacs)	Period	Forum where pending
West Bengal Tax on Entry of Goods into Local Areas Act, 2013	Entry Tax	33.38	2014-15, 2015-16 and 2016-17.	Hon'ble High Court of Calcutta

- 8) According to the records of the Company examined by us and the information and explanations given to us, the Company has neither defaulted in repayment of loans or borrowing to any financial institution, bank and government nor has it any outstanding debenture; hence the clause is not applicable.
- 9) According to the information and explanations given to us, there was no money raised by way of initial public offer or further public offer (including debt instruments) and term loan has been applied, on an overall basis, for the purpose for which they were obtained.
- 10) According to the information and explanations given to us, we report that neither any fraud by the company nor on the company by its officers / employees has been noticed or reported during the year.
- 11) As examined by us, the company has paid remuneration to managerial personnel during the period in accordance with the requisite approval mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- 12) The company is not a nidhi company. Hence clause is not applicable.
- 13) According to the information and explanations given to us, we are of the opinion that all the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- 14) According to the information and explanations given to us, we report that the company has neither made any preferential allotment or private placement of shares nor fully or partly convertible debentures during the year under review. Hence clause is not applicable.
- 15) According to the information and explanations given to us, we report that the company has not entered into any non-cash transactions with directors or persons connected with them. Hence clause is not applicable.
- 16) According to the information and explanations given to us, we report that company is not required to be registered u/s 45-IA of Reserve Bank of India Act, 1934.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, we report that:

1. 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.
2. 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.
3. 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.
4. 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.
5. On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
6. With respect to the adequacy of the internal financial controls over financials reporting of the company and the operating effectiveness of such controls, refer to our separate report in Annexure A.
7. a) 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) *Note 2.36 to the financial statements which, describes the uncertainty related to the outcome of pending dispute against West Bengal Government in the matter of Entry Tax.*
- b) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- d) The company has provided requisite disclosures in its Financial Statements as to holdings as well as dealings in Specified Bank Notes (SBN) during the period 8th November 2016 to 30th December 2016 and these are in accordance with the books of accounts maintained by the company. Refer notes on the financial statements.

For S. M. DAGA & CO.
Chartered Accountants
Firm Registration No. 303119E

Deepak Kumar Daga
(Partner)
Membership No. 059205

Date: 27th day of May, 2017
Place: Kolkata 700 001.

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

TO THE MEMBERS OF RDB RASAYANS LIMITED

We have audited the internal financial controls over financial reporting of RDB RASAYANS LIMITED as of 31 March 2017 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. 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 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.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- i) Pertains to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.
- ii) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company.
- iii) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S. M. DAGA & CO.
Chartered Accountants
Firm Registration No. 303119E

Deepak Kumar Daga
(Partner)
Membership No. 059205

Date: 27th day of May, 2017
Place: Kolkata 700 001.

BALANCE SHEET

as at 31st March, 2017

(Amount in ₹)

Sr. No.	Particulars	Note	As at 31 st March, 2017		As at 31 st March, 2016	
I.	EQUITY AND LIABILITIES					
	1. Shareholders' funds					
	(a) Share capital	2.1	177,148,000		177,148,000	
	(b) Reserves and surplus	2.2	512,950,161	690,098,161	456,581,132	633,729,132
	2. Non-current liabilities					
	(a) Long-term borrowings	2.3	10,638,020		7,830,007	
	(b) Deferred tax liabilities (net)	2.4	14,227,254		9,676,889	
	(c) Long-term provisions	2.5	2,924,278	27,789,552	2,508,422	20,015,318
	3. Current liabilities					
	(a) Short-term borrowing	2.6	114,143,418		60,087,264	
	(b) Trade payables	2.7	27,816,914		19,369,253	
	(c) Other current liabilities	2.8	11,288,094		12,844,174	
	(d) Short-term provisions	2.9	24,400,000	177,648,426	23,370,000	115,670,691
	Total			895,536,139		769,415,141
II.	ASSETS					
	1. Non-current assets					
	(a) Fixed assets					
	Tangible assets	2.10	139,096,652		113,384,494	
	(b) Long-term loans and advances	2.11	2,232,597	141,329,249	1,886,642	115,271,136
	2. Current assets					
	(a) Current Investments	2.12	257,000,000		-	
	(b) Inventories	2.13	17,198,758		41,799,885	
	(c) Trade receivables	2.14	105,913,364		95,134,549	
	(d) Cash and cash equivalents	2.15	17,950,249		277,071,052	
	(e) Short-term loans and advances	2.16	306,666,212		219,365,056	
	(f) Other current assets	2.17	49,478,307	754,206,890	20,773,463	654,144,005
	Total			895,536,139		769,415,141
	Significant accounting policies and notes to financial statement	1 & 2				
	Notes referred to above forms an integral part of the Financial Statement					

This is the Balance Sheet referred to in our report of even date

For S. M. DAGA & CO.

Chartered Accountants

Firm registration No. 303119E

Deepak Kumar Daga

(Partner)

Membership No. 059205

For and on behalf of the Board

Place : Kolkata.

Date : 27th day of May, 2017

Shanti Lal Baid
Managing Director

Sandeep Baid
Whole time Director

Mausami Das
Company Secretary

Bidhan Neogi
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS

for the year ended 31st March 2017

(Amount in ₹)

Sr. No.	Particulars	Note	For the year ended 31 st March, 2017		For the year ended 31 st March, 2016	
I.	REVENUE					
	Revenue from operations	2.18	789,858,951		698,510,183	
	Less : Excise duty		88,386,140	701,472,811	66,624,018	631,886,165
	Other income	2.19		57,669,649		63,188,392
	Total revenue			759,142,460		695,074,557
II.	EXPENSES					
	Purchase of stock-in-trade			1,697,033		240,751
	Cost of materials consumed	2.20		451,704,878		377,809,804
	Changes in inventories of finished goods and work-in-progress	2.21		4,109,821		27,071,272
	Employee benefits expenses	2.22		32,480,302		32,366,935
	Finance cost	2.23		7,462,650		9,731,968
	Depreciation	2.10		8,562,990		8,539,879
	Other expenses	2.24		168,040,417		171,426,837
	Total expenses			674,058,091		627,187,446
III.	Profit before tax (PBT)			85,084,369		67,887,111
IV.	Tax expenses of continuing operation :					
	(a) Current tax		24,400,000		23,370,000	
	(b) Tax adjustments for earlier year		(235,025)		670,067	
	(c) Deferred tax		4,550,365	28,715,340	2,294,703	26,334,770
V.	Profit/ (loss) for the year after tax (PAT)			56,369,029		41,552,341
VI.	Earning per share Basic and Diluted : (refer note no. 2.28)					
	- Basic			3.18		2.35
	- Diluted			3.18		2.35
	Significant accounting policies and notes to financial statement	1 & 2				
	Notes referred to above forms an integral part of the Financial Statement					

This is the statement of Profit & Loss referred to in our report of even date

For S. M. DAGA & CO.

Chartered Accountants

Firm registration No. 303119E

Deepak Kumar Daga

(Partner)

Membership No. 059205

For and on behalf of the Board

Place : Kolkata.

Date : 27th day of May, 2017

Shanti Lal Baid
Managing Director

Sandeep Baid
Whole time Director

Mausami Das
Company Secretary

Bidhan Neogi
Chief Financial Officer

CASH FLOW STATEMENT

for the year ended 31st March 2017

(Amount in ₹)

Sr. No.	Particulars	For the year ended 31 st March, 2017		For the year ended 31 st March, 2016	
A.	Cash flow from operating activities :				
	Net profit before tax as per Statement of Profit & Loss		85,084,369		67,887,111
	Adjustments for :				
	Depreciation	8,562,990		8,539,879	
	Bad Debts written off	319,366		317,470	
	Foreign Exchange (gain) / loss	(2,037,828)		(2,073,428)	
	Interest paid	5,024,853		8,846,723	
	Sundry balances / (liabilities) written back	1,875,229		3,247,922	
	Interest received	(53,119,749)		(53,793,380)	
	Loss of sale of car	504		-	
	Share Issue expenses written off	-		4,134,039	
	Provision for employees benefits	856,294	(38,518,341)	1,222,708	(29,558,067)
	Operating profit before working capital changes		46,566,028		38,329,044
	(Increase) / Decrease in inventories	24,601,127		38,592,935	
	(Increase) / Decrease in trade receivables	(12,693,358)		(7,571,997)	
	(Increase) / Decrease in short-term advances	(78,303,753)		(260,011)	
	Increase / (Decrease) in other current liabilities	(517,313)		2,023,548	
	Increase / (Decrease) in trade payables	8,447,661	(58,465,636)	(21,926,017)	10,858,458
	Cash generated from operations		(11,899,608)		49,187,502
	Less: Direct taxes paid/ (refunds) including interest (net)		23,937,728		29,378,378
	Cash Flow before exceptional items		(35,837,336)		19,809,124
	Net cash generated/(used) from operating activities		(35,837,336)		19,809,124
B.	Cash flow from investing activities :				
	Purchase of fixed assets	(34,392,725)		(750,789)	
	Proceeds from sale of fixed assets	117,073		-	
	Investment in Mutual Funds	(257,000,000)		-	
	(Payment) / refund from loan to body corporates	(8,000,000)		(2,000,000)	
	(Payment) / refund from other non-current assets	(345,955)		-	
	Fixed Deposits	265,569,120		(2,500,183)	
	Interest received	24,220,255		53,793,380	
	Net cash from investing activities		(9,832,232)		48,542,408
C.	Cash flow from financing activities :				
	Proceeds / (repayment) of long term borrowings	2,808,013		(7,132,688)	
	Proceeds / (repayment) of short term borrowings	55,813,930		(44,889,685)	
	Interest paid	(4,863,908)		(8,861,750)	
	Dividend paid	(1,640,150)		(8,011,198)	
	Dividend tax paid	-		(1,813,523)	
	Net cash generated/(used) in financing activities		52,117,885		(70,708,844)
	Net increase/(decrease) in cash and cash equivalents (A+B+C)		6,448,317		(2,357,312)
	Cash and cash equivalents -Opening balance		742,973		3,100,285
			7,191,290		742,973
	Cash and cash equivalents -Closing balance		7,191,290		742,973
	Cash and cash equivalents comprise:				
	Cash on hand (As certified by the management)		293,299		207,910
	Balances with schedule banks		6,897,991		535,063
			7,191,290		742,973

This is the Cash Flow Statement referred to in our report of even date

For S. M. DAGA & CO.

Chartered Accountants

Firm registration No. 303119E

Deepak Kumar Daga

(Partner)

Membership No. 059205

Place : Kolkata.

Date : 27th day of May, 2017

Shanti Lal Baid

Managing Director

Sandeep Baid

Whole time Director

Mausami Das

Company Secretary

Bidhan Neogi

Chief Financial Officer

For and on behalf of the Board

NOTES

to the financial statement

1. Significant accounting policies

1.1 Basis of preparation of financial statements

These financial statements are prepared under historical cost convention on accrual basis as a going concern and in accordance with the Generally Accepted Accounting Principles (GAAP), Companies Act, 2013 and in compliance with Companies (Accounts) Rules, 2014 except those with significant uncertainty. Accounting policies not stated explicitly otherwise are consistent with Generally Accepted Accounting Principles.

1.2 Use of estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of balances of assets and liabilities and disclosures relating to contingent liabilities as at the reporting date of the financial statement. Actual results could differ from those estimated. Such differences are recognized in the period in which they are known or materialized.

1.3 Revenue recognition

- Revenue from sale of goods is recognized on transfer of all significant risks and rewards of ownership to the buyer which generally coincides with dispatch of goods from factory.
- All other Income are accounted on accrual basis except otherwise stated.
- Claims and refunds due from Government Authorities are recognized in the accounts on receipt basis due to significant uncertainty regarding their realizations.

1.4 Fixed assets-tangible assets and capital work-in-progress

- Leasehold lands are stated at cost including cost incurred for its development.
- Fixed Assets except leasehold land are stated at cost of acquisition inclusive of freight incurred, non-refundable duties or taxes and incidental expenses less accumulated depreciation.
- Capital work-in-progress comprises of the cost of fixed assets, that are not yet ready for their intended use at the reporting date.

1.5 Depreciation

Depreciation on fixed assets except leasehold lands has been provided on straight line method at the rates and in the manner specified in Schedule II of the Companies Act, 2013. No depreciation has been provided on Leasehold lands.

1.6 Impairment of assets

An asset is treated as impaired when the carrying cost of the same exceeds its recoverable amount. Such impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of the recoverable amount.

1.7 Investments

All investments are Current Investments. Investments that are readily realizable and intended to be held for not more than a year from the date of Balance Sheet are classified as Current Investments. Current Investments are carried at lower of cost or fair market value, determined on an individual investment basis.

1.8 Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value

1.9 Inventories

- Raw Materials are valued at lower of cost determined on FIFO basis or net realizable value. Cost comprises all cost of purchases, including duties and taxes (other than those subsequently recoverable from the revenue authorities), freight inwards and other expenditure directly attributable to the purchases.
- Work-in-progress are valued at cost computed on the basis of cost of raw material, appropriated share of employment cost and related factory overheads.
- Finished goods are valued at lower of, cost determined on the basis of absorption costing method or net realizable value inclusive of Excise duty.
- Packing & printing materials, stores & spares are valued at lower of cost determined on weighted average basis or net realizable value.
- Wastage is valued at estimated realizable value.

1.10 Sales

Sales represent invoice value of finished goods sold inclusive of Excise duty, VAT/CST and cost of transportation, if any, net of sales return.

1.11 Excise duty

Excise duty is accounted on the basis of both, payments made in respect of goods cleared and also provision made for goods lying in stock at factory.

1.12 Value Added Tax and Central Sales Tax

VAT, CST and other local taxes on sales are charged to the Statement of Profit and Loss.

1.13 Foreign currency transaction

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction. Monetary items denominated in foreign currencies at the year end are reported at year end rates. Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss.

1.14 Claims / Refunds

Claims or refunds are accounted for on the basis of settlement.

1.15 Export benefits

Excise duty on goods cleared for exports from factory are claimed as refund.

1.16 Employees benefits

i) Short term employee benefits

Short term employee benefits including bonus are recognized as an expense in the Statement of Profit and Loss of the year in which the related services are rendered.

ii) Post-employment benefits

- a) Defined contribution plan: Employee benefits in the form of Provident fund etc are considered as defined contribution plan and the same are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.
- b) Defined benefit plan: Employee benefits in the form of Gratuity, Leave encashment are considered as defined benefit plan and are provided for on the basis of an independent actuarial valuation, using projected unit credit method, as at the Balance Sheet date as per requirements of Accounting Standard-15 (Revised 2005) on "Employee Benefits" notified by Central Government in exercise of powers conferred u/s 133 of Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014. Actuarial gains / losses, if any, are immediately recognized in the Statement of Profit and Loss.

1.17 Taxes on income

- a) **Current tax:** Current tax is determined as the amount of tax payable in respect of taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternative Tax credit available if any under section 115JB of the Income Tax Act, 1961 is accounted in the year in which the credit is claimed.
- b) **Deferred tax:** Deferred tax is recognized subject to consideration of prudence on the basis of timing difference being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. Deferred Tax Asset is recognized and carried forward only to the extent that there is reasonable certainty that the asset will be realized in future.

1.18 Provision / Contingencies

A provision is recognized for a present obligation as a result of past events if it is probable that outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are determined based on best estimate of the amount required to settle the obligation as at the Balance Sheet date. In case actual outcome differs from that estimated, the difference is accounted for at the time the result are known / materialized.

Liabilities which are material and whose future outcome can not be ascertained with reasonable certainty are treated as contingent and are disclosed by way of notes to the accounts.

1.19 Prior period adjustments

Adjustment of identifiable items of income and expenditure pertaining to prior period are accounted for as prior period adjustments.

1.20 Share issue expenses

Such expenditures incurred are capitalized and written off on straight line basis over a period of five years.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2017 (Contd...)

Note 2 - Amounts in the financial statements are presented in Rupees and rounded off to the nearest decimals thereof. The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Note 2.1- Share capital		
a. Authorised share capital :		
18,000,000 (Previous year 18,000,000) equity shares of Rs.10/- each	180,000,000	180,000,000
Issued, subscribed and paid-up share capital :		
17,714,800 (Previous year 17,714,800) equity shares of Rs.10/- each		
fully paid-up	177,148,000	177,148,000
Total	177,148,000	177,148,000

b. Rights, preferences and restriction attaching to various classes of shares including restriction on distribution of dividends and repayment of capital.

The Company has only one class of shares which does not enjoy any preferential right or bear any restriction with regard to distribution of dividend or repayment of capital. Each holder of equity shares is entitled to one vote per share.

c. Reconciliation of number of equity shares outstanding at the beginning and at the end of the year

Particulars	31.03.2017 Nos	31.03.2016 Nos
Shares outstanding as at the beginning of the year	17,714,800	17,714,800
Shares outstanding as at the end of the year	17,714,800	17,714,800

d. Details of shares held by each shareholder holding more than 5% shares with voting rights

Name of shareholders holding equity shares more than 5% shares	31.03.2017 % holding / No. of shares	31.03.2016 % holding / No. of shares
1. Sheetal Dugar	24.62% 4,361,404	24.62% 4,361,404
2. YMS Finance Private Limited	19.84% 3,513,800	19.84% 3,513,800
3. Vinod Dugar	19.39% 3,434,800	19.39% 3,434,800
4. Growth Techno Projects Limited	9.26% 1,640,000	9.26% 1,640,000
5. Sandeep Baid	5.10% 902,695	5.10% 902,695
Total	78.21% 13,852,699	78.21% 13,852,699

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
e. Share reserved for issue under options and contracts	-	-
f. Commitments for sale of shares / disinvestment	-	-
g. Details of allotment of bonus shares during the period of five years	-	-

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2017 (Contd...)

h. Utilization of proceeds of initial public issue as per Regulation 32(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under

(Amount in ₹)

Particulars	As per prospectus net amount to be deployed from issue proceeds	Incurred upto 31.03.2017
a. To finance the capital expenditure to enhance the manufacturing capacity :		
Civil works	-	-
Plant and machineries	239,127,000	29,615,601
Pre-operative expenses	7,000,000	-
Provision for contingencies	11,956,000	-
Security for WBSEDCL	20,000,000	-
Sub_total (a)	278,083,000	29,615,601
b. General corporate purpose	50,129,000	49,849,182
c. Issue expenses	27,288,000	19,210,714
Total (a+b+c)	355,500,000	98,675,497
Balance amount to be utilized out of IPO proceeds		256,824,503
Interim utilization of balance IPO proceeds :		
Balance in Escrow Account / Current Account		286,532
Balance in Mutual Funds		256,537,971
Total		256,824,503

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Note 2.2- Reserves and surplus		
a. Capital reserve (as per last financial statements)	7,695,000	7,695,000
b. Securities premium account (as per last financial statements)	310,500,000	310,500,000
c. Surplus - brought forward from last year	138,386,132	96,833,791
Add : Profit for the year	56,369,029	41,552,341
Less: Appropriations		
Proposed equity dividend	-	-
Dividend distribution tax	-	-
Sub_total (c) - Surplus as at end of the year	194,755,161	138,386,132
Total (a+b+c)	512,950,161	456,581,132

Note 2.3- Long-term borrowings		
(Secured)		
Term loan from bank :		
(Repayable in 116 monthly installments of Rs. 630,980, starting from 20.07.2009 and last installment will fall due on 20.02.2019.	-	6,648,046
The applicable rate of interest is base rate plus 1.60% p.a. (previous year base rate plus 1.60% p.a)		
(Repayable in 110 monthly installments of Rs. 60,690, starting from 21.01.2010 and last installment will be falling due on 20.02.2019.	-	1,181,961
The applicable rate of interest is base rate plus 1.60% p.a. (previous year base rate plus 1.60% p.a)		
(Repayable of Foreign Currency Term loan (FCTL) in 60 monthly installments of Rs. 400,000, starting from 30.04.2017 and last installment will be falling due on 31.03.2022,	10,638,020	-
The applicable rate of interest is Marginal Cost of funds based Lending Rate(MCLR) (for 1 year) plus 0.75% p.a.		
(Above loans are secured against exclusive hypothecation charge of all assets of the Company alongwith extension of equitable mortgage on leasehold lands of the Company and the personal guarantee of Directors.)		
Total	10,638,020	7,830,007

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2017 (Contd...)

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Note 2.4- Deferred tax liabilities (net)		
a. Deferred tax assets :		
Provision for bonus	162,230	199,067
Provision for employee benefits	966,854	829,360
Provision for Entry Tax	1,103,804	688,902
Sub_total (a)	2,232,888	1,717,329
b. Deferred tax liability :		
Depreciation allowance on fixed assets	16,460,142	11,394,218
Total (b-a)	14,227,254	9,676,889
Note 2.5- Long-term provisions		
Provision for employee benefits	2,924,278	2,508,422
Total	2,924,278	2,508,422
Note 2.6- Short-term borrowing (Secured, repayable on demand)		
Cash credit from bank :	114,143,418	60,087,264
(Above loan is secured against exclusive hypothecation charge by way of hypothecation of raw materials, stocks, book-debts, stores & spares and all other current assets of the company both present and future, equitable mortgage of leasehold lands & building alongwith hypothecation of all the movable fixed assets of the company, both present and future alongwith personal guarantee of directors. The applicable rate of interest is 3 Months Marginal Cost of funds based Lending Rate(MCLR) rate plus 0.75% p.a, (previous year base rate plus 1.10% p.a.)		
Total	114,143,418	60,087,264
Note 2.7- Trade payables		
Micro, Small and Medium Enterprises (Refer note no 2.28)	-	-
Other than Micro, Small and Medium Enterprises		
- Related Party	40,633	77,123
- Others	27,776,281	19,292,130
Total	27,816,914	19,369,253
Note 2.7(a)- The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under		
Principal amount due and remaining unpaid	-	-
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-
Note 2.8- Other current liabilities		
a. Current maturities of long-term debt	4,800,000	5,922,023
b. Interest accrued but not due on borrowings	-	47,601
c. Interest accrued but due on borrowings	208,546	-
d. Statutory liabilities	4,248,154	2,748,323
e. Other payables :		
Advance received from customers	210,124	608,009
Employee expenses -		
To directors	232,000	196,500
To others	1,387,799	1,480,097
Unpaid Dividend*	201,471	1,841,621
* There is no amount due and outstanding as on 31.03.2017 to be credited to Investor Education and Protection Fund.		
Sub_total (e)	2,031,394	4,126,227
Total (a+b+c+d+e)	11,288,094	12,844,174

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2017 (Contd...)

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Note 2.9- Short-term provisions		
Income tax	24,400,000	23,370,000
Proposed equity dividend (refer note below)	-	-
Dividend distribution tax on proposed equity dividend	-	-
Total	24,400,000	23,370,000

Note : The Board of Directors has recommended, subject to approval of shareholders, dividend of Rs. Nil per equity shares of Rs. 10/- each on 17,714,800 equity shares, aggregating to Rs. Nil for the year ended (Previous year : Rs. Nil per equity shares, aggregating Rs. Nil) including dividend distribution tax.

Note 2.10- Fixed assets- Tangible assets

Sl. No	Description of assets	Gross Block				Depreciation				Net Block	
		As at 01.04.16	Addition during the year	Deductions during the year	As at 31.03.17	Up to 01.04.16	For the year	Deduction during the year	Up to 31.03.17	As at 31.03.17	As at 31.03.16
1	Leasehold lands	13,012,792	-	-	13,012,792	-	-	-	-	13,012,792	13,012,792
2	Factory buildings	56,663,407	-	-	56,663,407	17,400,454	1,762,245	-	19,162,699	37,500,708	39,262,953
3	Air condition machines	953,143	22,009	-	975,152	665,651	35,779	-	701,430	273,722	287,492
4	Plant and machineries	154,787,788	32,084,958	-	186,872,746	99,505,795	5,302,751	-	104,808,546	82,064,200	55,281,993
5	Electric installations	7,074,252	-	-	7,074,252	5,189,745	557,566	-	5,747,311	1,326,941	1,884,507
6	Furnitures and fixtures	3,375,519	-	-	3,375,519	2,376,264	279,632	-	2,655,896	719,623	999,255
7	Vehicles	5,505,131	2,251,179	1,096,519	6,659,791	3,203,890	557,186	978,942	2,782,134	3,877,657	2,301,241
8	Office equipments	748,787	34,579	-	783,366	440,808	46,435	-	487,243	296,123	307,979
9	Computers	1,454,057	-	-	1,454,057	1,407,775	21,396	-	1,429,171	24,886	46,282
	Total	243,574,876	34,392,725	1,096,519	276,871,082	130,190,382	8,562,990	978,942	137,774,430	139,096,652	113,384,494
	Previous year	242,824,087	750,789	-	243,574,876	121,650,503	8,539,879	-	130,190,382	113,384,494	-

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Note 2.11- Long-term loans and advances		
(Unsecured, Considered Goods)		
Security deposits	2,232,597	1,886,642
Total	2,232,597	1,886,642
Note 2.12- Current Investments		
Trade Investment (at cost)		
Investment in Mutual Funds :	Units	
Axis treasury Advantage Funds-Growth	13831.1060	25,000,000
Baroda Pioneer Treasury Advantage Fund-Growth	18576.8040	35,000,000
Kotak Floater Short Term-Growth	13193.5446	35,000,000
Kotak Low Duration Fund Standard-Growth	10143.2710	20,000,000
Tata Ultra Short Terms Fund Regular-Growth	8155.3690	20,000,000
Templeton India Low Duration Fund - Growth	1906484.2250	35,000,000
Franklin India Ultra Short Bond Fund Super Institutional - Growth	3924074.6830	87,000,000
Total	257,000,000	-
Aggregate amount	257,000,000	-
Market value	258,583,319	-

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2017 (Contd...)

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Note 2.13- Inventories		
(As taken, valued and certified by the Management)		
Raw materials	7,020,196	22,790,286
Work-in-progress	4,329,534	8,439,355
Stores and spares	5,335,385	6,341,407
Packing and printing materials	435,381	464,848
Raw materials, store and spares in transit	78,262	3,763,989
Total	17,198,758	41,799,885
Note 2.14- Trade receivables		
(Unsecured, considered good)		
Debts outstanding for more than six months	4,010,123	6,724,440
Other Debts	101,903,241	88,410,109
Total	105,913,364	95,134,549
Note 2.15- Cash and cash equivalents		
a. Cash on hand (as certified by the Management)	293,299	207,910
Balances with banks	6,897,991	535,063
Sub_total (a)	7,191,290	742,973
b. Other bank balances :		
Unpaid dividend	201,471	1,841,621
Fixed deposits :		
Pledged against bank guarantees / letter of credit / other flexi deposit	10,270,956	13,199,869
IPO proceeds deposited in Escrow / current Account (refer note no. 2.33 and 2.34)	286,532	261,286,589
Sub_total (b)	10,758,959	276,328,079
Total (a+b)	17,950,249	277,071,052
Note 2.16- Short-term loans and advances		
(Secured, considered good)		
Loan to body corporates	217,000,000	209,000,000
(Unsecured, considered good)		
Loan to body corporates	80,000,000	-
Advance to suppliers	8,943,212	9,649,056
Advance to employees	723,000	716,000
Total	306,666,212	219,365,056
Note 2.17- Other current assets		
(Unsecured, considered good)		
Interest accrued and due on loans to body corporates	28,899,494	-
Balances with revenue authorities	20,028,479	20,525,607
Prepaid expenses	550,334	247,856
Total	49,478,307	20,773,463

Particulars	Year ended 31 st March, 2017	Year ended 31 st March, 2016
Note 2.18- Revenue from operation		
Sale of products :		
Sale of finished goods	788,642,801	698,155,131
Sale of stock-in-trade	1,216,150	355,052
Total	789,858,951	698,510,183
Note 2.19- Other income		
Interest Income (refer note no 2.34)	53,119,749	53,793,380
Foreign Exchange Fluctuation Gain	2,037,828	2,073,428
Recovery of Bad Debts	435	3,006,226
Other receipts (Including subsidy of Rs.Nil, Previous year Rs. 3,755,000)	2,511,637	4,315,358
Total	57,669,649	63,188,392

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2017 (Contd...)

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Note 2.20- Cost of material consumed		
Opening stock	22,790,286	39,165,760
Add : Purchase	435,934,788	361,434,330
Less: Closing stock	7,020,196	22,790,286
Total	451,704,878	377,809,804
Note 2.20(a)- Details of cost of material consumed		
Poly Granules	401,023,345	330,576,458
Others	50,681,533	47,233,346
Total	451,704,878	377,809,804
Note 2.20(b) Particulars of material consumed (% and value)	31.03.2017	31.03.2016
	% consumption / value-consumption	% consumption / value-consumption
Imported	4.80%	18.57%
	21,688,628	70,143,324
Indigenous	95.20%	81.43%
	430,016,250	307,666,480
Note 2.21- Changes in inventories of finished goods and works-in-progress		
a. Opening Stock :		
Work-in-progress	8,439,355	35,510,627
Sub_total (a)	8,439,355	35,510,627
b. Closing Stock :		
Work-in-progress	4,329,534	8,439,355
Sub_total (b)	4,329,534	8,439,355
Total (a-b)	4,109,821	27,071,272
Note 2.22- Employee benefits expenses		
Salaries and wages, bonus and allowances	25,656,713	25,968,432
Directors' remuneration	3,300,000	2,940,000
Contribution to employees provident and other funds	1,142,421	1,110,358
Staff welfare expenses	1,647,761	1,435,462
Gratuity	733,407	912,683
Total	32,480,302	32,366,935
Note 2.23- Finance costs		
Interest expense	5,024,853	8,846,723
Other borrowing cost	2,437,797	885,245
Total	7,462,650	9,731,968
Note 2.24- Other expenses		
a. Manufacturing expenses :		
Printing and packing materials consumed	4,337,451	4,756,236
Stores and spares consumed	8,859,379	6,704,173
Power and Fuel consumed	53,501,364	46,664,796
Machine repairs	1,293,459	1,338,830
Building repairs	58,742	72,749
Inward freight, coolie, cartage etc.	5,529,359	5,850,372
Job work charges	39,519,347	34,699,651
Other manufacturing expenses	63,029	54,231
Sub_total (a)	113,162,130	100,141,038

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2017 (Contd...)

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
b. Administration expenses :		
Rent	100,935	194,850
Rates and taxes	1,131,097	1,067,152
Repair and maintenance	668,801	595,247
Vehicle maintenance expenses	421,396	456,481
Insurance	339,149	344,528
Travelling and conveyance	1,038,909	563,493
Postage, telegraph and telephones	279,612	377,359
Printing and stationery	423,540	427,552
Legal and consultancy charges	4,320,291	1,877,806
Contribution to CSR Activity	1,251,000	900,000
Bad debts	319,366	317,470
Share issue expenses written off	-	4,134,039
Sundry balances written off (net)	1,875,229	3,247,922
Miscellaneous expenses	1,925,791	1,613,773
Auditors' remuneration -		
Audit fee	40,000	40,000
Taxation matters	10,000	10,000
Sub_total (b)	14,145,116	16,167,672
c. Selling and distribution expenses :		
Advertisement and publicity expenses	52,780	86,888
Sales tax and Value added tax	25,484,635	21,141,134
Freight and forwarding charges	14,149,019	12,338,473
Brokerage, commission and discounts	360,000	20,961,059
Sales promotion expenses	260,243	105,363
ECGC premium charges	96,032	176,701
Application and membership fees	259,262	202,309
Detention charges	3,600	34,200
Fumigation charges	67,600	72,000
Sub_total (c)	40,733,171	55,118,127
Total (a+b+c)	168,040,417	171,426,837

- 2.25 In accordance with the West Bengal Incentive Scheme 2000, announced by the Govt. of West Bengal, the company has approved an action plan for availing the subsidy benefits based on the eligibility certificate issued by the West Bengal Industrial Development Corporation Ltd. In view of the reasonable uncertainty and the method of calculation of subsidies, such subsidies are accounted for as and when the disbursements will be received. During the year under review, the Company has received subsidy of Rs.Nil (Previous year 3,755,000).
- 2.26 In the opinion of the Board the Current Assets, Loans and Advances are not less than the stated value if realized in ordinary course of business. The provision for all known liabilities is adequate. There is no contingent liabilities except stated, as informed by the Management.
- 2.27 The Business of the company falls under a single segment i.e. manufacturing and trading of PP woven sacks / Fabric / Liner and its related raw material. In view of the general classification notified by Central Government in exercise of powers conferred u/s 133 of Companies Act, 2013 for Companies operating in single segment, the disclosure requirement as per Accounting Standard-17 on "Segment Reporting" is not applicable to the Company. The Company's business is mainly concentrated in similar geographical, political and economical conditions; hence disclosure for geographical segment is also not required.
- 2.28 The Company is in communication with its suppliers to ascertain the applicability of "The Micro, Small and Medium Enterprises Development Act, 2006". As on the date of this Balance Sheet the Company has received communication from few of its suppliers regarding the non applicability of this Act to them and the same has been disclosed under note no 2.7.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2017 (Contd...)

2.29 Earnings per share in accordance with AS-20

Earnings per share is computed as under		2016-17	2015-16
Profit after taxation available for equity shareholders (A) (Rs.)		56,369,029	41,552,341
Weighted average number of equity shares outstanding (B)		17,714,800	17,714,800
Earnings per share (Face value of Rs.10/- per share)			
Basic & Diluted (A/B) (Rs.)		3.18	2.35

2.30 Post employment benefits:

- a) Defined contribution plans: The Company has recognized an expense of Rs. 1,142,421 (Previous year Rs. 1,110,358) towards the defined contribution plans.
- b) Defined benefit plans: As per actuarial valuation as on March 31, 2017 and recognized in the financial statements in respect of Employee Benefit Schemes: (Amount in ₹)

Particulars		2016-17	2015-16	2016-17	2015-16
		Gratuity	Gratuity	Leave	Leave
I	Components of employer expense				
	1 Current service cost	355,290	345,285	91,831	90,680
	2 Interest cost	172,253	141,886	31,473	30,808
	3 Expected return on plan assets	----	----	-----	-----
	4 Curtailment cost/ (credit)	----	----	----	----
	5 Settlement cost/ (credit)	----	----	----	----
	6 Past service cost	----	----	----	----
	7 Actuarial losses/ (gains)	205,864	425,512	(417)	188,537
	8 Total employer expense recognized in the Statement of Profit & Loss	733,407	912,683	122,887	310,025
	Gratuity expense is recognized in Gratuity and Leave encashment in "Employee benefit expenses" under note 2.22				
II	Net Asset/ (Liability) recognized in Balance Sheet				
	1 Present Value of Defined Benefit Obligation	2,467,515	2,125,905	456,763	382,517
	2 Fair Value of Plan Assets	-----	-----	-----	-----
	3 Funded Status [Surplus/ (Deficit)]	(2,467,515)	(2,125,905)	(456,763)	(382,517)
	4 Unrecognized Past Service Costs	-----	-----	-----	-----
	5 Net Asset/ (Liability) recognized in Balance Sheet	(2,467,515)	(2,125,905)	(456,763)	(382,517)
III	Change in defined benefit obligation (DBO)				
	1 Present Value of DBO at the Beginning of Period	2,125,905	1,411,562	382,517	385,589
	2 Current service cost	355,290	345,285	91,831	90,680
	3 Interest cost	172,253	141,886	31,473	30,808
	4 Curtailment cost/ (credit)	---	---	-----	-----
	5 Settlement cost/ (credit)	---	---	-----	-----
	6 Plan amendments	----	----	-----	-----
	7 Acquisitions	---	---	-----	-----
	8 Actuarial losses/ (gains)	205,864	425,512	(417)	188,537
	9 Benefit payments	(391,797)	(198,340)	(48,641)	(313,097)
	10 Present value of DBO at the end of period	2,467,515	2,125,905	456,763	382,517

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2017 (Contd...)

(Amount in ₹)

Particulars		2016-17	2015-16	2016-17	2015-16
		Gratuity	Gratuity	Leave	Leave
IV	Change in fair value of assets				
	1 Plan Assets at the beginning of period	---	---	---	---
	2 Acquisition adjustment	---	---	---	---
	3 Expected return on plan assets	---	---	---	---
	4 Actual company contributions	391,797	198,340	48,641	313,097
	5 Actuarial gain/ (loss)	---	---	---	---
	6 Benefit payments	(391,797)	(198,340)	(48,641)	(313,097)
	7 Plan assets at the end of period	---	---	---	---
V	Actuarial assumptions				
	1 Discount rate	7.50%	8.00%	7.50%	8.00%
	2 Expected return on assets	N.A	N.A	N.A	N.A
	3 Salary escalations	6.00%	6.00%	6.00%	6.00%
	4 Mortality	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate
	5 The estimates of future salary increases, considered in actuarial valuation takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in employment market.				
	6 Discount rate is based upon the market yields available on Government Bonds at the accounting date with a term that matches with that of liabilities.				

2.31 Related party disclosures in accordance with AS-18

a) Other related parties to whom the Company had transactions:

i. Key management personnel and their relatives :

Sl. No.	Name	Designation / Relationship
1.	Sri Shanti Lal Baid	Managing Director
2.	Sri Sandeep Baid	Whole time Director
3.	Sri Vinod Dugar	Son-in-law of Managing Director

ii. Enterprises over which key management personnel / major shareholders / their relatives have significant Influence :

Sl. No.	Name of enterprise	Relationship with enterprise
1.	M/s. Ajanta Trading Company	Managing Director's son is partner
2.	M/s. R D Motors Private Ltd	Managing Director's son-in-law is director

b) Disclosure of transactions between the related parties and the status of outstanding balances as on 31.03.2017

Transaction with key management personnel & their relatives			
Nature of transaction	Name of related party	Key management personnel & their relatives	
		2016-2017	2015-2016
Remuneration	Sri Shanti Lal Baid	1,200,000	1,200,000
	Sri Sandeep Baid	2,100,000	1,740,000
Balance Payable at year end	Sri Shanti Lal Baid	88,000	75,965
	Sri Sandeep Baid	144,000	120,535

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2017 (Contd...)

(Amount in ₹)

Enterprises over which KMP & their relatives have significant influence			
Nature of transaction	Name of related party	Enterprises over which KMP & their relatives have significant influence	
		2016-2017	2015-2016
Rent paid	Sri Vinod Dugar	62,522	61,960
Purchase of store, spares, repair & maintenance Items	M/s. Ajanta Trading Company	3,65,138	5,02,237
Purchase & Repair of Car	M/s. R D Motors P Ltd	67,518	44,545
Balance payable at year end	M/s. Ajanta Trading Company	20,870	44,160
	M/s. R D Motors P Ltd	19,763	32,963

Note : Related party relationships and transactions are identified by the company on the basis of available information.

2.32 Contingent liabilities:

Outstanding liability on account of letter of credit is given by the Company against electricity security deposit for Rs. 4,300,000 (Previous year Rs. 4,300,000).

2.33 C.I.F. value of imports, expenditure and earning in foreign currencies

(Amount in ₹)

Description	2016-17	2015-16
C.I.F. value of imports :		
- Raw materials	25,466,142	40,128,868
Earnings in foreign currency :		
- Export on F.O.B basis	63,330,224	72,415,820
Expenditures in foreign currency :		
- Travelling expenses	140,422	16,605

2.34 As per direction of SEBI Whole Time Member's (WTM's) order dated 19.12.2014, the Company has been granted liberty to utilize the funds raised in IPO lying in Escrow Account for the purpose disclosed in prospectus. However, the proceeding under Sec 4(1) of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 has been initiated and the same is in under process.

2.35 The company and the noticee directors have filed appeal before the Securities Appellate Tribunal, Mumbai on 16.12.2015 and 23.12.2015 respectively against the SEBI WTM's Order dated 19.12.2014 . SAT, in view of its decision that the appellants are guilty of violating the ICDR Regulations and PFUTP Regulations and the appellants have already undergone the debarment imposed under the impugned Order, without going into the question as to whether the WTM of SEBI was justified in upholding the two additional charges, has disposed of all the appeals as infructuous with no order as to costs.

2.36 The Company has filed a WRIT petition with the Hon'ble High Court of Calcutta challenging the vires of the West Bengal Tax on Entry of Goods into Local Areas Act, 2012. The Company has received an interim order from Court admitting the WRIT petition filed. Outstanding Liability on account of West Bengal Tax on Entry of Goods is Rs. 33,38,487 (Previous year Rs 20,83,603)

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2017 (Contd...)

- 2.37 During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated March 31, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination-wise SBNs and other notes as per the notification are as follows:

Particulars	SBNs(*)	Other denomination notes	Total (Rs.)
Closing cash in hand as on November 8, 2016	290,000	49,515	339,515
Add: Permitted receipts	-	145,851	145,851
Less: Permitted payments	-	393,181	393,181
Add :Withdrawal from bank accounts	-	724,000	724,000
Less: Amount deposited in Bank	290,000	-	290,000
Closing cash in hand as on December 30, 2016	-	526,185	526,185

- For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated November 8, 2016.

2.38 Note no 1 to 2.38 forms an integral part of financial statement.

For S.M. DAGA & CO.

Chartered Accountants

Firm Registration No 303119E

Partner

Membership No. 059205

For and on behalf of the Board

Place: Kolkata
Date : 27th Day of May, 2017

Shanti Lal Baid
Managing Director

Sandeep Baid
Whole time Director

Mausami Das
Company Secretary

Bidhan Neogi
Chief Financial Officer