

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

CORPORATE INFORMATION:

BOARD OF DIRECTORS

SHRI HARISH CHAND JAIN (MANAGING DIRECTOR)
SMT RAJSHREE JAIN (WOMEN DIRECTOR)
SHRI CHANDRA PRAKASH KHUNTETA (INDEPENDENT DIRECTOR)
SHRI MAHENDRA KUMAR JAIN (INDEPENDENT DIRECTOR)

STATUTORY AUDITORS

GIRIRAJ & LOHIYA
CHARTERED ACCOUNTANTS
JAIPUR

SECRETARIAL AUDITOR

KHUSHBU KANWER & CO.
COMPANY SECRETARY
JAIPUR

CHIEF FINANCIAL OFFICER

SHRI PRADEEP JAIN

COMPANY SECRETARY

MONIKA SONI

BANKERS:

STATE BANK OF INDIA

SHARE TRANSFER AGENT

BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD.,
BEETAL HOUSE, 3rd FLOOR,
99, MADANGIR,
BEHIND LOCAL SHOPPING CENTRE,
NEAR DADA HARSUKH DAS MANDIR,
NEW DELHI-110 062

REGISTERED OFFICE & WORKS

28-37, BANKE BIHARI INDUSTRIAL AREA,
JATAWALI MOD, MAHARKALA ROAD,
DEHRA, TEH.: CHOMU, JAIPUR-303806

E-MAIL ID FOR INVESTORS GRIEVANCE

(1) SCORES@BEETALFINANCIAL.COM
(2) RAJTUBE@HOTMAIL.COM

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

37th Annual General Meeting
Date: Saturday, 23rd September, 2023
Time: 10:00 A.M.

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RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

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NOTICE

Notice is hereby given that the 37th Annual General Meeting (“AGM”) of Rajasthan Tube Manufacturing Company Limited (“the Company”) will be held on Saturday, 23rd day of September 2023, at 10.00 AM at registered office at 28-37, Banke Bihari Industrial Area, Jatawali Mod, Maharkala Road, Dehra, Teh.: Chomu, Jaipur, Rajasthan-303806 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statement of the Company together with the Report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2023.
2. To appoint a director in place of Mrs. Rajshree Jain (DIN 06934858), who retires by rotation and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:

3. To appoint Shri Chandra Prakash Khunteta (DIN: 09799089), as Independent Director and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “LODR Regulations”) and on the basis of recommendation of Nomination & Remuneration Committee and Board of directors, Shri Chandra Prakash Khunteta who was appointed as an Additional Director at the meeting of Board of Directors held on 25/11/2022 in the category of Independent Director and who holds office up to conclusion of this Annual General Meeting and being eligible, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company.

RESOLVED FURTHER THAT Mr. Harish Chand Jain, Managing Director of the company be and is hereby authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

4. To Ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2024 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

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“**RESOLVED THAT** pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, to the extent applicable, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.18,000/- (Eighteen thousand only) plus GST as applicable, to be paid to M/s. M.Goyal & Company, (Firm Registration No. 000051), Cost Auditors of the Company, for the financial year 2023-24, as approved by the Board of Directors of the Company, be and is hereby ratified.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this Resolution.”

By Order of the Board of Directors

August 26, 2023

Registered Office:
28-37, Banke Bihari Industrial Area,
Jatawali Mod, Maharkala Road,
Dehra, Teh.: Chomu, Jaipur-303806
CIN: L27107RJ1985PLC003370

sd/-
Monika Soni
Company Secretary
ICSI Membership No.: A65141

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

In order that the appointment of a proxy is effective, the instrument appointing a proxy must be received at the registered office of the company not later than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of Members not exceeding fifty in number 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 a proxy and such person shall not act as proxy for any other Member.

2. The instrument appointing the proxy duly completed and stamp must deposit at the Registered Office of the company i.e.28-37, Banke Bihari Industrial Area, Jatawali Mod, Maharkala Road,Dehra, Teh.: Chomu, Jaipur-303806, not less than 48 hours before the commencement of the meeting.

3. Members, authorized representatives and Proxies attending the Meeting are requested to bring their attendance slip duly filled along with their copy of Annual Report to the Meeting. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.

4. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto. Additional information, pursuant to Listing Regulations and Secretarial Standard on General Meetings in respect of Director seeking re-appointment/appointment at the Annual General Meeting is furnished as Annexure to the Notice.

5. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant board resolution together with the representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.

6. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

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7. The Register of Directors and KMP and their shareholding and register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 will be available for inspection by the members at AGM.

8. Members desiring any information/clarification/copy of any document at the meeting about the information contained in the Annual Report are requested to inform the Company at least a week before the AGM so as to enable the management to keep the information ready. Members are requested to visit the website of the company viz. www.rajtube.com for viewing the quarterly and annual financial results and for more information of the company.

9. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the registered office of the company on all working days during the business hours prior to the date of Annual General Meeting.

10. The record date for the purpose of determining the eligibility of members to attend the 37th Annual General Meeting and to vote through remote e-voting facility provided by the company/ vote at the venue of the Annual General Meeting will be 16th September, 2023. Any person who is not a member as on the cut-off date shall treat this notice for information purposes only.

11. 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 Company or RTA.

12. AS PER SEBI CIRCULAR NO. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 DATED APRIL 20, 2018, ANY MEMBERS STILL HOLDING THEIR SHARES IN PHYSICAL FORM are requested to submit the particulars of their PAN number and bank account i.e. bank account number, name of the bank, address of the branch, IFSC , MICR code of the branch and type of account, to the company's registrar, Beetal Financial & Computer Services(p) Ltd., in respect of which separate communications have already been sent to such shareholders by the company in line with SEBI requirements.

13. AS PER SEBI PRESS RELEASE PR No.: 12/2019 DATED MARCH 27, 2019, it is informed that with effect from April 01, 2019, transfer of shares shall not be processed unless the shares are held in dematerialized form with a depository. However, the members are not prohibited from holding shares in physical form.

14. Members holding shares in physical form are requested to convert their holding to dematerialized form to eliminate any kind of risks associated with the physical shares and for ease in portfolio management, since physical share transfers are prohibited by SEBI from April 01, 2019.

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15. Electronic copy of Annual report 2023 and Notice of the 37thAnnual General Meeting of the Company inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 37thAnnual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

16. Pursuant to section 91 of the Companies Act,2013, The Register of Members and Share Transfer Books of the company will be closed from Monday, 18th September, 2023 to Saturday, 23rd September, 2023 both days inclusive for the purpose of the Annual General meeting of the Company.

17. Members are requested to send all communications relating to shares of the Company at the following address:

Beetal financial & computer services (p) ltd.,

Beetal house, 3rd floor, 99, madangir,
Behind local shopping centre,
Near dada harsukh das mandir,
New delhi-110 062

If the shares are held in electronic form, then change of address and change in the Bank Accounts, etc. should be furnished to the respective Depository Participants (DPs).

18. The facility for voting through Ballot/Polling Paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote-voting shall be able to exercise their right at the meeting.

19. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

20. In compliance with the provisions of section 108 of the Companies Act,2013 read with the Companies (Management and Administration) Rules,2014 and Listing Regulations, the company is pleased to offer remote e-voting for the members to enable them to cast their votes electronically on all resolutions set forth in this notice.

21. Shareholders are requested to maintain social distancing and to wear the face mask.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

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The remote e-voting period begins on Wednesday, 20th September, 2023 at 10:00 A.M. and ends on Friday, 22nd September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 16th September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16th September, 2023.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal

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	<p>Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="711 783 1195 821" data-label="Text"><p>NSDL Mobile App is available on</p></div> <div data-bbox="711 846 915 900" data-label="Image"></div> <div data-bbox="959 846 1195 888" data-label="Image"></div> <div data-bbox="756 921 906 1073" data-label="Image"></div> <div data-bbox="1003 921 1153 1073" data-label="Image"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi.2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in

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	the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.
How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

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3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not

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registered.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rajtube@hotmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to PallaviMatreat evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rajtube@hotmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to rajtube@hotmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board of Directors

August 26, 2023

Registered Office:
28-37, Banke Bihari Industrial Area,
Jatawali Mod, Maharkala Road,
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sd/-
Monika Soni
Company Secretary
ICSI Membership No.: A65141

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ANNEXURES TO THE NOTICE

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

Item No. 3

Shri Chandra Prakash Khunteta was appointed as Additional Director of the Company with effect from 25/11/2022 in the category of Independent Director. The term of appointment made by the board of directors is valid only till the ensuing Annual General Meeting. It is proposed to appoint him as Independent director for a period of five years.

The details of directors to be appointed including details of Shri Chandra Prakash Khunteta is given separately along with the notice in **Annexure 'A'**.

The Board of Directors recommended the Ordinary Resolution set out in Item no. 3 of the accompanying notice for approval by members.

None of the Directors or Key Managerial Personnel and their relatives except the Appointee Director, is in any way concerned or interested in the resolution.

The Board of Directors recommends the resolution at Item No. 3 of this Notice for your approval.

Item No. 4

The Board of Directors of the Company in its meeting held on August 12, 2023, approved the appointment and remuneration of M/s M. Goyal & Co., (FRN:000051) Cost Accountants upon the recommendation of Audit Committee to conduct the cost audit of the cost records of the company for the financial year 2023-24, subject to the applicability of cost audit in terms of rules framed by the Ministry of Corporate Affairs. Pursuant to the provisions of section 148 of the Companies Act,2013 read with the Companies (Audit and Auditors) rules,2014 the remuneration payable to the cost auditors has to be ratified by the members of the company.

None of the Directors/ Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

By Order of the Board of Directors

August 26, 2023

Registered Office:
28-37, Banke Bihari Industrial Area,
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CIN: L27107RJ1985PLC003370

sd/-
Monika Soni
Company Secretary
ICSI Membership No.: A65141

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ANNEXURE 'A'

Additional Information of Director seeking re-appointment /retire by rotation at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard of General Meeting:

Name of Director	Mrs. Rajshree Jain	Mr. Chandra Prakash Khunteta
Category	Non-Executive Non-Independent Director	Non-Executive Independent Director
DIN	06934858	09799089
Date of Birth	28/03/1987	23/02/1967
Qualifications	Graduate	Graduate
First appointment on the Board	27/09/2014	25/11/2022
Terms & Conditions of Appointment/ re-appointment	Appointment on 27/09/2014 as Executive Director and liable to retire by rotation on the Board of Directors of the Company. Later on, the designation of the director has been changed from Executive Director to Non-Executive Director w.e.f. 01/10/2019.	Appointment as a Non-Executive Director subject to retirement by rotation
No. of shares held in company as at March 31, 2023	243219	--
Relationship with other Directors/Manager/KMP	Daughter in law of Mr. Harish Chand Jain, Managing Director of the Company	--
Directorship details	Listed Companies: Rajasthan Tube Manufacturing Company Ltd	Listed Companies: Rajasthan Tube Manufacturing Company Ltd

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

ATTENDANCE SLIP

**To be handed over at the entrance of the Meeting Hall of
Annual General Meeting**

Folio No./ DP ID/Client ID No. : _____
Number of shares held: _____
Name of the attending
Member/Proxy: _____

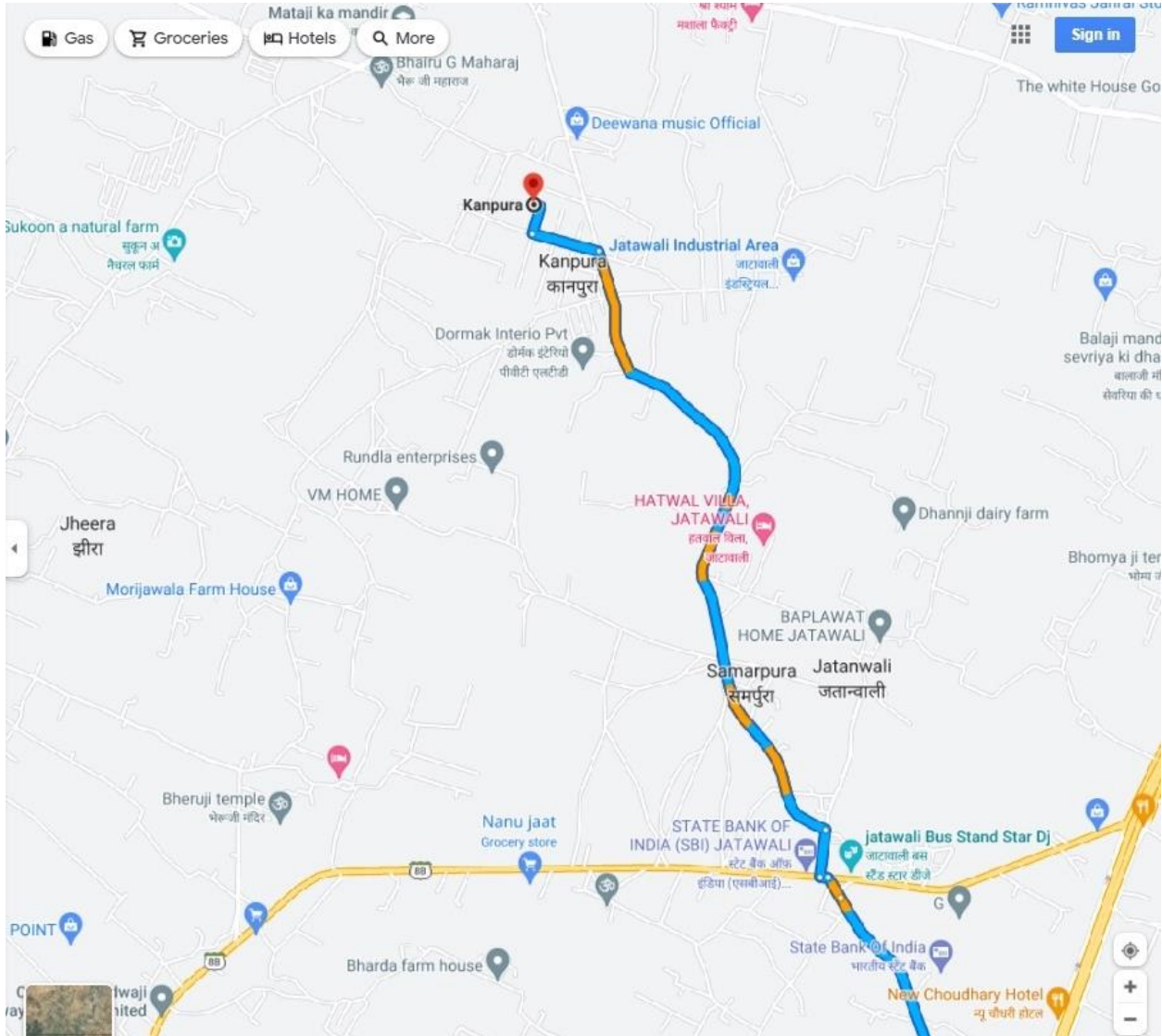
I hereby record my presence at the 37th Annual General Meeting of **Rajasthan Tube Manufacturing Company Limited** held on Saturday, 23rd day of September 2023, at 10.00 AM at registered office at 28-37, Banke Bihari Industrial Area, Jatawali Mod, Maharkala Road, Dehra, Teh.: Chomu, Jaipur, Rajasthan-303806

Member's/Proxy's Signature
(To be signed at the time of handing over the slip)

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

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MAP OF THE REGISTERED OFFICE 37th AGM: Route Map to the AGM Venue



QUICK LINK FOR ADDRESS:

<https://www.google.com/maps/place/27%C2%B011'21.8%22N+75%C2%B050'38.0%22E/@27.189382,75.8427817,18z/data=!3m1!4b1!4m5!3m4!1s0x0:0x64f43b1d75a0cd3a!8m2!3d27.189382!4d75.843876>

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

Form No. MGT-11

Proxy form

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

CIN :

Name of the company:

Registered office:

Name of the Member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID

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

1. Name :

Address :

E-mail Id :

Signature

Or failing him

2. Name :

Address :

E-mail Id :

Signature

Or failing him

3. Name :

Address :

E-mail Id :

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Saturday, 23rd day of September 2023, at 10.00 AM at registered office at 28-37, BankeBihari Industrial Area, Jatawali Mod, Maharkala Road, Dehra, Teh.: Chomu, Jaipur, Rajasthan-303806".and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.

Resolution

For

Against

Ordinary Business:-

- 1 **Adoption of Audited Financial Statements for the year 2023**and the reports of the Board of Directors and Auditors thereon
- 2 Re-appointment of Mrs. Rajshree Jain (DIN 06934858) as director of the company.

Special Business:-

- 3 To appoint Shri Chandra Prakash Khunteta(DIN: 09799089), as Independent Director
- 4 To Ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2024.

Signed this.....day of.....2023

Affix Revenue

Signature of Shareholder

Stamp

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

Signature of Proxy holder(s)

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

Form No. MGT-12 Polling Paper

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

Name of the Company:

Registered Office:

BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In Block Letters)	
2.	Postal Address	
3.	Registered Folio No./*Client ID No. (Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

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

No.	Item No.	No. of Shares held by me	I assent to the Resolution	I dissent to the resolution
1.	Adoption of Audited Financial Statements for the year 2023 and the reports of the Board of Directors and Auditors thereon			
2.	Re-appointment of Mrs. Rajshree Jain (DIN 06934858) as director of the company.			
3.	To appoint Shri Chandra Prakash Khunteta(DIN: 09799089), as Independent Director			
4.	To Ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2024.			

Place:

Date:

Signature of Shareholder

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

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**E-COMMUNICATION REGISTRATION FORM
(Only for members holding shares in physical form)**

Date:

To,
Beetal financial & computer services (p) ltd.,
Beetal house, 3rd floor, 99, madangir,
Behind local shopping centre,
Near dada harsukh das mandir,
New delhi-110 062

UNIT - RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

Dear Sir,

Sub:Registration of E-mail ID for serving of Notices / Annual Reports through Electronic Mode by Company

We hereby register our E-mail ID for the purpose of receiving the Notices, Annual Reports and other documents / information in Electronic Mode to be sent by the Company.

Folio No.	
E-mail ID	
Name of the First/ Sole Shareholder	
Signature	

Note: - Shareholder(s) are requested to notify the Company as and when there is any change in the e-mail address

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

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DIRECTORS' REPORT

Dear Shareholders,

Your directors have pleasure in presenting their 37th Annual Report on the businesses and operations of your company together with audited statement of accounts for the year ended on 31st March, 2023.

1. FINANCIAL PERFORMANCE & HIGHLIGHTS:

The Standalone financial statements of the year ended March 31,2023 have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act,2013 read with Companies (Accounts) Rules,2014.

	For the year ended on 31.03.2023 (Rs. In Lacs)	For the year ended on 31.03.2022 (Rs. In Lacs)
Total Sales	9988.43	5316.68
Other Income	2.36	0.04
Total Income	9990.79	5316.72
Profit/(Loss) before Interest & Depreciation	237.87	207.71
Interest	126.84	138.67
Profit/(Loss) before depreciation	111.03	69.04
Depreciation	7.43	07.80
Profit/ (Net Loss) before Taxation	103.60	61.24
Provision for Taxation	8.00	05.00
Deferred Tax (Net)	0.00	0.00
Profit/ (Net Loss) after Taxation	95.60	56.24
Balance brought forward from previous year	(34.55)	(90.79)
Profit available for appropriation	61.05	(34.55)
Balance carried to Balance Sheet	61.05	(34.55)

2. OPERATIONAL REVIEW AND STATE OF COMPANY'S AFFAIR:

The Company is mainly engaged in the business of manufacturing of ERW Steel Tubes. The financial performance of the company has been improved since the previous financial year. During the year under review, the sales and other income increased to Rs.9988.43 Lacs as compared to Rs.5316.68 Lacs in the previous year. The profit during the year is Rs.95.60lacs as compared to A profit of Rs. 56.24 lacs in the previous year.

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3. AMOUNT TRANSFER TO RESERVES:

In view of the insufficient profits, The Board of Directors does not appropriate any amount to be transferred to General Reserves during the year under review.

4. DIVIDEND:

The board of directors has not recommended any dividend for the financial year.

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

The provision of section 125 (2) of the companies Act, 2013 do not apply as there was no dividend declared and paid last year.

6. CHANGE IN THE NATURE OF BUSINESS:

In pursuance to Rule 8 (5) of the Companies (Accounts)Rules, 2014, there is no change in the nature of business in the year under review.

7. MATERIAL CHANGES & COMMITMENTS:

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year to which the financial statements relate and the date of this Board's Report.

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

In pursuance to Rule 8 (5) (vii) of the Companies (Accounts)Rules, 2014, No significant or material orders were passed by the Regulators or courts or tribunals which impact the going concern status and company's operation in future.

9. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place, adequate internal financial controls as referred in Section 134(5)(e) of the Companies Act, 2013. For the year ended March 31, 2023 the Board is of the opinion that the Company had sound Internal Financial Controls commensurate with the size and nature of its operations and are operating effectively and no reportable material weakness was observed in the system during the year. The internal control framework is designed to ensure proper safeguarding of assets, maintaining proper accounting records and providing reliable financial information and other data. This system is reviews by the management and documented policies, guidelines and procedures. The Company has a well-defined organizational structure, authority levels, internal rules and guidelines for conducting business transactions. The Company intends to undertake further measures as necessary in line with its intent to adhere to the procedures, guidelines and regulations, as applicable, in transparent manner.

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10. DETAILS / FINANCIAL POSITION OF SUBSIDIARY / JOINT VENTURE/ ASSOCIATE COMPANY:

The company does not have any Subsidiary/ Associate or Joint Venture.

11. DEPOSITS:

During the year under review, your Company has not accepted any deposit within the meaning of Section 73 and 74 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rule, 2014. There are no outstanding deposits as on 31st March, 2023.

12. CAPITAL STRUCTURE:

There was no change in the Company's share capital during the year under audit. The paid-up equity share capital as on 31st March, 2023 was Rs.44998500. During the year under review, the company has neither issued shares with differential voting rights, nor granted stock options and sweat equity. As on March 31, 2023, none of the Directors of the company hold any convertible instruments of the company.

13. ANNUAL RETURN:

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Annual Return of the Company for Financial Year 2022-23 is available on the Company's website at web link <https://www.rajtube.com>

14. PREVENTION OF INSIDER TRADING:

In compliance with the provisions of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board has adopted a code of conduct to regulate, monitor and report trading by Designated Persons and code of practices and procedures for fair disclosure of unpublished price sensitive information to preserve the confidentiality of price sensitive information to prevent misuse thereof and regulate trading by designated persons. The code of practices and procedures for fair disclosure of unpublished price sensitive information is also available on the Company's website, i.e., www.rajtube.com

15. COMPLIANCE OF SECRETARIAL STANDARDS:

During the year, the Company has complied with all applicable secretarial standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act.

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16. DIRECTORS AND KEY MENERGRIAL PERSONNEL:

(i)Retire by Rotation

The Independent Directors hold office for a fixed period of five years from the date of their appointment and are not liable to retire by rotation. Out of the remaining Non-Executive/ Non-Independent Directors, in accordance with the provisions of the Companies Act and the Articles of Association of the Company, Ms. Rajshree Jain (DIN: 06934858) being longest in office retire by rotation and being eligible, offer his candidature for reappointment as Director.

(ii)Independent Directors and their Declaration of Independence

The Independent Directors have submitted the declaration of independence, as required under Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) as amended from time to time.

The Board is of the opinion that the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfill their duties as Independent Directors.

In terms of Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors of the Company have already enrolled their names with the data bank maintained by the Indian Institute of Corporate Affairs [“IICA”] as prescribed by the Ministry of Corporate Affairs under the relevant rules and submitted the exemption letter from the online proficiency self-assessment test as prescribed under the said relevant rules.

A formal letter of appointment to Independent Directors as provided in Act has been issued and the draft of the same is available on website of the Company viz. www.rajtube.com

(iii)Composition of Board of Director as on 31st March 2023 and changes during the year

The Board of the Company as on March 31, 2023 consist of 4 directors out of which 2 are Independent directors, one is Managing Director and One is Non Executive director.

There were changes in the composition of key managerial personnel during the financial year 2022-23.

S.No.	Name Of Director	Designation	Nature of Change	Date of Change
1.	Mr. Chandra Prakash Khunteta (DIN: 09799089)	Non-Executive Independent Director	Appointment	25 th Nov., 2022
2.	Mr. Krishan Murari Gupta (DIN: 09338222)	Non-Executive Independent Director	Cessation	25 th Nov., 2022

(iv)Changes in the composition of Key Managerial Personnel (other than Board of Directors):

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Pursuant to the Provisions of Section 203 of the companies Act, 2013 the Key Managerial Personnel of the company are Mr. Harish Chand Jain (Managing Director) Mr. Pradeep Jain (Chief Financial Officer) and Ms.Monika Soni (Company Secretary).

There are changes in key managerial personnel during the year on account of resignation of Vandana Kanwar from the post of Company Secretary w.e.f. 30/09/2022 and appointment of Monika Soni as company secretary w.e.f. 01/10/2022.

17. FAMILIARIZATION OF INDEPENDENT DIRECTOR:

Your Company has familiarized the Independent Directors, with regard to their roles, rights, responsibilities, nature of the industry in which your Company operates, the business model of your Company etc. The Familiarization Programme was imparted to the Independent Directors during the meetings of the Board of Directors.

The Familiarization Programme for Independent Directors is uploaded on the website of your Company, and is accessible at:[http://rajtube.com/data/FAMILARIZATION %202021.pdf](http://rajtube.com/data/FAMILARIZATION%202021.pdf)

18. LOAN FROM DIRECTOR:

Your company has taken unsecured loan from Mr. Harish Chand Jain, Managing Director of the company in earlier years and outstanding balance at the 31st March, 2023 is Rs.10.98 lacs. Mr. Harish Chand Jain, Managing Director of the company has submitted declaration to the company that these funds are given of his own funds and not being given out of borrowed funds or by accepting loans and deposits from others.

19. BOARD EVALUATION:

In terms of the requirements of the Act and Listing Regulations, the Board carried out the annual performance evaluation of the Board as a whole, Board Committees and the individual Directors.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning etc. The objective of this evaluation process is constructive improvement in the effectiveness of Board, maximize its strengths and tackle weaknesses, if there are any.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

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Independent Directors, in their separate meeting, reviewed and evaluate the performance of non-independent directors, board as a whole, Managing Director and the Chairman, taking into account the views of executive directors and non-executive directors.

Performance evaluation of Independent Directors is done by the entire board of Directors (excluding the directors being evaluated).

20. NOMINATION AND REMUNERATION POLICY:

Matching the needs of the Company and enhancing the competencies of the Board are the basis for the Nomination and Remuneration Committee to select a candidate for appointment to the Board. The current policy is to have a balance mix of executive and non-executive Independent Directors to maintain the Independence of the Board, and separate its function of governance and management. The Nomination and Remuneration Policy of the Company, containing selection and remuneration criteria of Directors, senior management personnel and performance evaluation of Directors/Board/Committees/Chairman.

As at 31 March, 2023, the Board of Directors comprises of 4 Directors out of which 3 are non-executive and 1 is executive including 1 women Director. The number of Independent Directors is 2, which is one half of the total numbers of Directors. The policy has been duly approved and adopted by the Board, pursuant to the recommendations of the Nomination, Remuneration Committee of the Board. The detailed Nomination and Remuneration Policy of the Company is posted on the website of the Company [http://rajtube.com/data/Nomination%20&%20Remuneration%20%20Policy%20\(amended%2001.04.2019\).pdf](http://rajtube.com/data/Nomination%20&%20Remuneration%20%20Policy%20(amended%2001.04.2019).pdf) during the financial year, no changes were made in the Policy.

21. CODE OF CONDUCT:

The Company has laid down a code of conduct for the members of the Board and senior management personnel of the Company. The code of conduct has been posted on the Company's website, i.e., www.rajtube.com. The code of conduct has been circulated to all the members of the Board and senior management personnel and they have affirmed their compliance with the said code of conduct for the financial year ended 31st March, 2023. A declaration to this effect, signed by Mr. Harish Chand Jain, Managing Director of the Company, is appended at the end of this report.

22. PREVENTION OF SEXUAL HARASSMENT AT WORK PLACE:

In Compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013, your Company has constituted an 'Internal Complaints Committee' ('Committee'). The Company has in place a Policy for Prevention of Sexual Harassment at Workplace as per requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The detailed policy is available at <http://rajtube.com/data/Anti%20Sexual%20harassment%20Policy.pdf>.

During the year under review, the Company has not received any complaint pertaining to sexual harassment.

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23. BOARD MEETINGS:

During the financial year 2022-23, following meetings were convened:

❖ Board Meetings

S. No.	Date of Board Meeting	Board's Strength	No. of Directors Present
1.	28/05/2022	4	4
2.	09/08/2022	4	4
3.	29/08/2022	4	4
4.	30/09/2022	4	4
5.	14/11/2022	4	4
6.	25/11/2022	4	4
7.	11/01/2023	4	4
8.	11/02/2023	4	4

Attendance records of the Directors at the Board Meetings during the year ended on 31st March, 2023 and at the last AGM is as under:

Name of Directors	No. of Board Meetings held	No. of Board Meetings entitle to attend	No. of Board Meeting attend	Attendance at last AGM Dated 24/09/2022
Harish Chand Jain	08	08	08	Yes
Rajshree Jain	08	08	08	Yes
Mahendra Kumar Jain	08	08	08	Yes
Krishan Murari Gupta	08	05	05	Yes
Chandra Prakash Khunteta	08	02	02	No

24. COMMITTEES OF THE BOARD:

The Company's governance structure is based on the principles of freedom to the executive management within a given framework to ensure that the powers vested in the executive management are exercised with due care and responsibility so as to meet the expectation of all the stakeholders. In line with these principles and the Companies Act, 2013, the Company has formed following three Committees of Directors which are focused on financial reporting, audit & internal controls, compliance issues, appointment and remuneration of Directors and Senior Management Employees and the risk management framework.

➤ AUDIT COMMITTEE:

The audit committee of the Company is constituted in line with the provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Act. The Audit Committee comprises three (3) Directors namely Shri

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Chandra Prakash Khunteta(Chairman), Shri Mahendra Kumar Jain and Smt. Rajshree Jain as other members.

All the members of the committee possess sound knowledge of Accounts, Audit, Finance, Internal Control etc.

BROAD TERMS OF REFERENCE

The terms of reference of the Audit Committee are in accordance with the provisions of Section 177 of the Companies Act, 2013 and the Listing Regulations. Its inter-alia includes the following:

- a) The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- b) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- c) Examination of the financial statement and the auditors' report thereon;
- d) Approval or any subsequent modification of transactions of the company with related parties;
- e) Scrutiny of inter-corporate loans and investments;
- f) Valuation of undertakings or assets of the company, wherever it is necessary;
- g) Evaluation of internal financial controls and risk management systems;
- h) Monitoring the end use of funds raised through public offers and related matters.

During the year 2022-23, 5 (Five) meetings of Audit Committee were held and not more than 120 days lapsed between two consecutive meetings of the Audit Committee. The dates on which the said meetings were held:

28th May,2022; 09th August,2022; 14thNovember, 2022; and 11th February,2023.

All the Members of the Committee were present at all the meetings.

The Board has accepted all the recommendations made by the Audit Committee during the year under review.

➤ *NOMINATION & REMUNERATION COMMITTEE:*

The Nomination & Remuneration Committee comprises three (3) Directors namely Shri Chandra Prakash Khunteta(Chairman), Smt. Rajshree Jain and Shri Mahendra Kumar Jain as other members.

TERMS OF REFERENCE:

The Committee is empowered to:

- a)Formulate criteria for determining qualifications, positive attributes and independence of Directors and evaluating the performance of the Board of Directors;

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- b) Identify 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 and to carry out evaluation of every Director's performance.
- c) Recommend to the Board the appointment and removal of Directors and Senior Management and policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- d) Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- e) Devise a policy on Board diversity.
- f) To carry out any other function as is mandated by the Board from time to time and /or enforced by any statutory notification, amendment or modification, as may be applicable.

During the Financial year 2022-23 Five meeting of Nomination and Remuneration Committee were held. The dates on which the said meetings were held:

28th May,2022; 09th August,2022; 30th Sep. 2022, 14th November, 2022; 25th November, 2022 and 11th February,2023.

All the Members of the Committee were present at all the meetings.

➤ **STAKEHOLDER RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee is entrusted with the responsibility of addressing the shareholders"/ investors" complaints with respect to transfer, transmission of shares, duplicate issuance of share certificate, non-receipt of Annual Report, non-receipt of dividend etc.

The Stakeholders Relationship Committee consists of three members and all are Non-Executive Directors including the Chairman of the Committee. Mr. Mahendra Kumar Jain is the Chairman of the Committee.

25. MEETING OF MEMBERS:

The members of the company met once during the financial year 2022-23 on 24th September, 2022 on Annual General Meeting of the Company in respect of which proper notices were given and the proceedings were properly recorded, signed and maintained in the Minutes Book maintained by the Company.

26. CORPORATE SOCIAL RESPONSIBILITY:

The provisions of CSR are not applicable to the company for the Financial Year 2022-23 as the company does not fall under the provisions of Section 135 of the Companies Act, 2013.

27. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The company has a vigil mechanism policy to deal with instance of fraud and mismanagement, if any. The policy has a systematic mechanism for directors and employees

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to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or policy. The detail of the policy is posted on the website of the company web link for the same is <http://rajtube.com/data/blower.pdf>

During the year under review, the Company has not received any complaint under this policy.

28. PARTICULARS OF LOANS, INVESTMENTS, GUARANTEES U/S 186:

There is no outstanding loan & guarantee at the year-end as prescribed under section 186 of the Companies Act, 2013. The company has not made any investment during the year as prescribed under section 186 of the Companies Act, 2013. The details of investments held as on 31.03.2023 are given in Financial Statements.

29. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

During the financial year ended March 31, 2023, all the contracts or arrangements or transactions entered into by the Company with the related parties were in the ordinary course of business and on 'arm's length' basis and were in compliance with the applicable provisions of the Companies Act, 2013 read with Regulation 23 of SEBI (LODR), 2015. Further, the Company has not entered into any contract or arrangement or transaction with the related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Board of Directors of the Company, as per the provisions of Regulation 23 of the Listing Regulations, has formulated a policy on Material Related Party Transactions. The said policy is available on the website of the Company i.e. www.rajtube.com. Form No. AOC-2 which forms part of the Board's Report is annexed herewith as **Annexure - II**.

Details of related party transactions entered into by the Company, in terms of Ind AS-24 have been disclosed in the notes to the standalone/consolidated financial statements forming part of this Report & Annual Accounts 2022-23.

30. AUDITORS:

- **STATUTORY AUDITORS:**

M/s Giriraj & Lohiya, Chartered Accountants were appointed as Statutory Auditors of the Company, to hold office from the conclusion of 35th Annual general Meeting held on 25th September, 2021 until the conclusion of 40th Annual General Meeting to be held in the year 2026.

- **AUDITOR'S REPORT:**

The Auditor's Report to the members on the accounts of the company for the financial year ended 31st March, 2023 does not contain any qualification, reservations or adverse remarks.

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The Notes to the Accounts referred to in the Auditors Report are self-explanatory and therefore do not call for any further explanation.

- **REPORTING OF FRAUD BY AUDITORS:**

As specified under Section 143 (12) of Companies Act, 2013 including any statutory amendments or modifications, if any, the auditor of the company has not reported any fraud in the course of the performance of his duties as auditor.

- **COST RECORDS AND COST AUDITOR:**

Pursuant to the provisions of Section 148(2) of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the company has on the recommendation of Audit Committee approved the re-appointment of M/s M. Goyal & Company (Firm Registration No. 000051), Cost Accountants as the Cost Auditors of the company for the year ending March 31, 2024. The remuneration proposed to be paid to the Cost Auditor requires ratification in terms of Section 148 read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014 and is accordingly forms part of the notice convening the AGM.

- **SECRETARIAL AUDITOR:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Ms. Khushbu Kanwar, Company Secretary in Whole Time Practice, to undertake the Secretarial Audit of the Company for the financial year 2022-23. The Secretarial Audit report is annexed to this report as **Annexure-III**. The Secretarial Audit Report is self-explanatory and does not contain any qualification, reservation or adverse remark.

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

a) CONSERVATION OF ENERGY:

The information pursuant to sub-section 3(m) of section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is either nil or not applicable. However, the company is conscious about its responsibility to conserve energy, power and other energy resources wherever applicable.

b) TECHNOLOGY ABSORPTION:

Your Company has not imported any technology in the year under review.

c) FOREIGN EXCHANGE EARNING & OUTGO:

There was no inflow and outflow of Foreign Exchange during the year.

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

32. MANAGERIAL REMUNERATION/PARTICULARS OF EMPLOYEES:

A. The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

I. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Remuneration paid to Managing Director:

NAME OF DIRECTORS	DESIGNATION	RATIO TO MEDIAN REMUNERATION	% Increase / (Decrease) in Remuneration
Mr. Harish Chand Jain*	Managing Director	2.63	NIL

*Based on annualized remuneration excluding sitting fees during the financial year 2022-23.

Non-executive directors are only being paid sitting fees. They do not draw any remuneration.

II. The remuneration of any of the directors/CFO/CS did not increase in the relevant financial year.

Remuneration paid to KMPs:

NAME OF KMP	DESIGNATION	RATIO TO MEDIAN REMUNERATION	% Increase / (Decrease) in Remuneration
Mr. Pradeep Jain	CFO	1.75	NIL
Ms. Vandana Kanwar	CS	1.02 *	NIL
Ms. Monika Soni	CS	0.92 *	NIL

*Annualized

III. The percentage increase in the median remuneration of employees in the Financial Year:

Median Remuneration at the end of F.Y. 2021-22	Median Remuneration at the end of F.Y. 2022-23	% increase/decrease in the median remuneration of employees
229499	273785	19.29%

*While calculating median remuneration, remuneration of only those employees is considered who were in employment for the complete financial year 2022-23.

IV. The number of permanent employees on the payroll of the company at the end of the relevant financial year: 20

V. There is no increase in the remuneration of employees or Key managerial personnel, hence comparison is not made.

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VI. There is no variable component of remuneration availed by directors in the relevant financial year.

VII. The company affirms the remuneration is as per the remuneration policy of the company.

VIII. None of the directors of the company (MD or WTD) receives any commission from company.

IX. In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there is no employee who is drawing remuneration in excess of the limits set out in the said rules.

B. Details pursuant to section 197 (12) of the Companies Act, 2013 read with the rule 5 (2) of the companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

Name	Age	Remuneration received (per annum)	Designation	Nature Of Employment	Qualification & Experience	Commencement of Employment	Last Employment	% of equity shares held	Whether Relative Of Director
Saurabh Jain	39	480000/-	Marketing manager	Onroll Employee	B.COM, 8 Years	March 2014	Unemployed	7.52%	YES, son of Mr. Harish Chand Jain (Managing Director)
Pradeep Jain	42	480000/-	CFO	Onroll Employee	B.COM 7+ Years	October 2014	Unemployed	4.23%	YES, son of Mr. Harish Chand Jain (Managing Director)
Vandana Kanwar	34	120000/-	Company Secretary (resigned w.e.f 30/09/2021)	Onroll Employee	CS, LLB, M.COM, 4+ Years	May 2018	Unemployed	-	NO
Monika Soni	34	126500 /-	Company Secretary (appointed w.e.f.04/10/2021)	Onroll Employee	CS, , B.A, 4+ Years	May 2018	employed	-	NO
Shambhu Dayal Sharma	51	221617/-	Electrician	Onroll Employee	12 th , 2 Year	June 2020	Unemployed	-	NO
Onkarsingh	35	219303/-	Supervisor	Onroll Employee	12 th , 2 Year	June 2020	Unemployed	-	NO
Babulajit	37	224074/-	Slating Operator	Onroll Employee	12 th , 3 Year	June 2020	Unemployed	-	NO
Gangadharverma	56	222703/-	Crane operator	Onroll Employee	Graduate, 2 Year	Feb, 2021	Unemployed	-	NO

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

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Ram narayan	48	221364/-	Accountant	Onroll Employee	Graduate, 3 Year	May 2020	Unempl oyed	-	NO
Ram kishoreya dav	33	209238/-	Mill Operator IInd	Onroll Employee	B.A., 3 Year	June 2020	Unempl oyed	-	NO
Sita ram sharma	42	224728/-	Threading Operator 1 st	Onroll Employee	B. Com, 3 year	June 2020	Unempl oyed	-	No

33. CORPORATE GOVERNANCE:

The company is committed to maintain the highest standard of Corporate Governance and adhere to the Corporate Governance requirement as set out by SEBI. As regards to the Corporate Governance Report as specified in Para C of Schedule V of SEBI (Listing Obligations and disclosure Requirements) Regulations 2015, the same is not applicable to the Company as the equity share capital of the company is less than Rs. 10 crore and net worth is less than Rs. 25 crores.

34. MANAGEMENT DISCUSSION AND ANALYSIS:

As required under regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the management discussion and analysis report for the year under review is enclosed as **Annexure-I** to this report.

35. MD/CFO CERTIFICATION:

The Managing Director & CFO of your Company have issued necessary certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations and the same forms part of this Annual Report.

36. COMPLIANCE CERTIFICATE:

The Compliance Certificate on the financial statements for the financial year ended 31st March, 2023 is enclosed at the end of this report.

37. RISK MANAGEMENT POLICY:

Pursuant to the requirement of Companies Act, 2013 and of listing regulations, the company has a robust Enterprise Risk Management framework to identify, evaluate business risk & opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

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38. INSURANCE:

The Property and assets of the Company are adequately financed.

39. DIRECTORS' RESPONSIBILITY STATEMENT:

In Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

a) In the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed with proper explanation relating to material departures.

b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the Profits of the Company for the year ended on that date;

c) The Directors have taken proper and sufficient care for the 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 fraud and other irregularities;

d) The Directors have prepared the annual accounts on a 'going concern' basis;

e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

40. LISTING OF SHARES:

The shares of the company are listed on the Bombay Stock Exchange Limited. The company has paid annual listing fees for the financial year 2023-24.

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

During the year under review, there were no applications made or proceedings pending in the name of the company under the insolvency Bankruptcy Code 2016.

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

During the year under review, there has been no one time settlement of loans taken from banks and financial institutions.

43. OTHER DISCLOSURES AND REPORTING:

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

Your Directors state that no disclosure or reporting is required with respect to the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this report.
3. Any remuneration or commission received by Managing Director of the Company from any of its subsidiaries: Not Applicable

44. ACKNOWLEDGEMENTS:

Your Directors are grateful to the Government authorities, financial institutions, bankers, business constituents for their continued co-operation and timely support to the company.

Your Directors also express their deep appreciation for the devoted services by workers, staff and executives at all levels of operations in achieving the results for the year. Industrial relations continued to remain happy and cordial.

Date: August 26, 2023

For and on Behalf of the Board

Registered office:

28-37, Banke Bihari Industrial Area,
Jatawali Mod, Maharkala Road,
Dehra, Teh.: Chomu, Distt.
Jaipur-303806

(RAJSHREE JAIN)
Director
DIN:06934858

(HARISH CHAND JAIN)
Managing Director
DIN: 01504391

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

ANNEXURE-I

MANAGEMENT DISCUSSION & ANALYSIS REPORT

a) INDUSTRY STRUCTURE & DEVELOPMENT:

Activities of your company come under the category of steel tube industry. With the increased activity in housing and agriculture, the future of the steel tube industry shall continue to remain encouraging.

b) OPPORTUNITIES, THREATS RISK & CONCERNS:

Presently major requirements of pipes in Rajasthan are being met through units situated outside Rajasthan. The pipes manufactured by the company would be able to compete effectively in the market as they would have a clear price advantage over the other outside suppliers because of lower transportation cost benefits applicable to the company.

The company's product shall enjoy 4% price preference and 80% purchase preference in all Govt. & semi Govt. organizations of Rajasthan Govt. Steel Tube and pipe industry is expected to show good prospects in view of increased availability of H.R. Coils being basic raw material to manufacture M.S. Steel Tube.

More units with similar facility may come up resulting in greater competition and lower price realization.

Changed state Govt. policies may affect the profitability of the company.

The steel tube industry is subject to market cycle and as constituent of the industry, your company is also exposed to these constituents. Rise in price of H.R. Coils, Zinc is also a matter of concern.

c) SEGMENT:

The operations of the company are covered in one segment only i.e., steel tube segment.

d) OUTLOOK:

Having regards to the prevailing circumstances your company visualizes a hopeful growth in the industry.

e) INTERNAL CONTROL SYSTEM:

Your company maintains an internal control system in different areas like purchases, billing for the jobs etc. Moreover, there are internal auditors who make consistent monitoring to have proper and sufficient care for maintenance of adequate accounting records required for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

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f) DEVELOPMENT: HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT:

Your Board has nothing to report on the development in human resource as well industrial relations front which have a material bearing on the business of the company.

g) DISCLOSURE BY THE MANAGEMENT:

Your board has not received any disclosure by the management relating to any material, financial and commercial transactions where any of the managerial staff has personal interest that may have a potential conflict with the interest of the company at large.

h) RATIO ANALYSIS:

Key Financial Ratios:

S.No	Ratios	2022-23	2021-22	Variance%
1.	Debtors Turnover ratio	14.13	10.93	Due to increase in turnover
2.	Inventory Turnover ratio	6.30	4.57	Due to increase in turnover
3.	Interest coverage ratio	1.04	1.90	--
4.	Current ratio	1.29	1.34	--
5.	Debt equity ratio	2.06	2.08	--
6.	Operating profit margin	0.01	0.01	--
7.	Net profit margin	0.01	0.01	--
8.	Return on Net Worth	0.25	0.20	Due to increase in earnings & Decrease in capital employed

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

CERTIFICATE PURSUANT TO REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Board of Directors
Rajasthan Tube Manufacturing Company Limited
28-37, Banke Bihari Industrial Area,
Jatawali Mod, Maharkala Road,
Dehra, Teh.: Chomu, Distt. Jaipur-303806

We, Harish Chand Jain, Managing Director and Pradeep Jain, Chief Financial Officer certify to the Board that in respect to the Financial Year ended on March 31, 2023:

1) We have reviewed the financial statements and the Cash Flow Statement for the year ended March 31, 2023 and that to the best of our knowledge and belief:

i. These statements do not contain any material untrue statements or omit any material fact or contain statements that might be misleading;

ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

2) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

3) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

4) We have indicated to the Auditors and the Audit Committee that:

i. There has not been any significant change in internal control over financial reporting during the year under reference;

ii. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and

iii. There has not been any instance during the year of significant fraud of which we had become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Registered office:

28-37, Banke Bihari Industrial Area,
Jatawali Mod, Maharkala Road,
Dehra, Teh.: Chomu, Distt.
Jaipur-303806

Date: May 27, 2023

Sd/
(PRADEEP JAIN)
CHIEF FINANCIAL OFFICER
PAN:ADIPJ0462E

Sd/
(HARISH CHAND JAIN)
MANAGING DIRECTOR
DIN: 01504391

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

DECLARATION TO COMPLIANCE OF CODE OF CONDUCT

This is to certify that the company has laid down its code of conduct for Board of Directors and Senior Management Personnel of the company and copy of the same has been uploaded on the website of the Company <http://www.Rajtube.com/>.

I hereby declare that all the Directors and Senior Managerial personnel have affirmed the compliance with the Code of Conduct and have given a confirmation thereto in this regard, in respect of financial year ended 31st March 2023.

For the purposes of this declaration, Senior Management Personnel means the Personnel who are members of the core management team, including persons in the cadre of functional heads and above but excluding Board of Directors as on March 31, 2023.

Registered office:
28-37, Banke Bihari Industrial Area,
Jatawali Mod, Maharkala Road,
Dehra, Teh.: Chomu, Distt.
Jaipur-303806

For and on behalf of the Board of Directors

Dated: May 27, 2023

Sd/-
Mr. HARISH CHAND JAIN
Managing Director
DIN: 01504391

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

ANNEXURE-II

Form No. AOC-2

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

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

1. **Details of contracts or arrangements or transactions not at arm's length basis:** NONE;
DURING THE REPORTING PERIOD, ALL TRANSACTIONS WERE AT ARM'S LENGTH BASIS.

- (a) Name(s) of the related party and nature of relationship: NA
- (b) Nature of contracts/ arrangements/ transactions: NA
- (c) Duration of the contracts/ arrangements/ transactions: NA
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: NA
- (e) Justification for entering into such contracts or arrangements or transactions: NA
- (f) Date(s) of approval by the Board: NA
- (g) Amount paid as advances, if any: NA
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NA

2. **Details of material contracts or arrangement or transactions at arm's length basis:** NONE
DURING THE REPORTING PERIOD, THERE WAS NO MATERIAL CONTRACT OR ARRANGEMENT.
(*As defined under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and adopted by the Board of Directors in the Related Party Transactions Policy of the Company, "Material Related Party Transaction" means a transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the Company.)

- (a) Name(s) of the related party and nature of relationship: NA
- (b) Nature of contracts/ arrangements/ transactions: NA
- (c) Duration of the contracts/ arrangements/ transactions: NA
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: NA
- (e) Date(s) of approval by the Board, if any: NA
- (f) Amount paid as advances, if any: NA

Date: August 26, 2023

For and on Behalf of the Board

Registered office:

28-37, Banke Bihari Industrial Area,
Jatawali Mod, Maharkala Road,
Dehra, Teh.: Chomu, Distt.
Jaipur-303806

(RAJSHREE JAIN)
Director
DIN: 06934858

(HARISH CHAND JAIN)
Managing Director
DIN: 01504391

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

ANNEXURE-III

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

Rajasthan Tube Manufacturing Company Ltd

28-37, Banke Bihari Industrial Area,

Jatawali Mod, Maharkala Road,

Dehra, Teh.: Chomu, Distt. Jaipur-303806

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rajasthan Tube Manufacturing Company Ltd** (CIN: L27107RJ1985PLC003370) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period under review according to the provisions of applicable law provided hereunder:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder including any re-enactment thereof;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - **(Not Applicable to the Company during the Audit period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable: -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(There was no issue of securities during the period under review)**

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit period)**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit period)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not Applicable to the Company during the Audit period)**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not Applicable to the Company during the Audit period)**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not Applicable to the Company during the Audit period)**

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) All other relevant applicable laws including those specifically applicable to the Company, a list of which has been provided by the management. The examination and reporting of these laws and rules are limited to whether there are adequate systems and processes in place to monitor and ensure compliance with those laws.

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

1. Secretarial Standards as issued by the Institute of the Company Secretaries of India.
2. Listing Agreements entered into by the Company with BSE Limited (BSE) and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

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

- 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.
- 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.

However in the intimation dated 17.11.2022 to call the Board meeting for appointment of Mr. Chandra Prakash Khunteta as an additional Independent director, the name has been wrongly mentioned and no revised intimation has been file by the company.

- All the decisions were unanimous and there was no instance of dissent in Board or Committee Meetings

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.

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

I further report that following changes took place during the year

1. Regularization of Shri Krishan Murari Gupta as an Independent director w.e.f 24.09.2022 .
2. Cessation of Ms Vandana Kanwar from the post of Company secretary w.e.f 30.09.2022
3. Appointment of Ms. Monika Soni as a Company secretary of the company w.e.f 01.10.2022
4. Appointment of Mr. Chandra Prakash Khunteta as an additional Independent director w.e.f 25.11.2022
5. Cessation of Shri Krishan Murari Gupta as an Independent director w.e.f 25.11.2022

I further report that an order dated 31.05.2017 seeking clarification regarding the financials filed by the company for the years 31/03/2008, 31/03/2014 & 31/03/2015, and dated 13.07.2017 seeking clarification regarding the financials filed by the company for the year 31/03/2009 was issued by the Ministry of Corporate Affairs to the Company under sub-section (2AA) of Section 217 of the Companies Act, 1956. A reply for the same was given to the Ministry in the adequate time period.

I further report that During the year 2018-19, the Company has filed REVISION PETITION UNDER SECTION 397 CRPC, 1973 AGAINST THE ORDER DATED 07.01.2019 PASSED IN COMPLAINT NO. 137/2018 filed by ROC against the Company, its Directors and KMP for committing offence under Section 134 (8) of The Companies Act, 2013 for violating the provisions of section 134(5)(a) of the Companies Act, 2013.

This report is to be read with my letter of even date which is annexed as "Annexure A" and forms as an integral part of this report.

For KHUSHBU KANWAR & CO
(Company Secretaries)

SD/-

Khushbu Kanwar

M. No. 24110

C.P. No. 52560

UDIN: A052560E000832812

Place: Jaipur

Date: 21st August, 2023

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

Annexure A

To
The Members
Rajasthan Tube Manufacturing Company Ltd
CIN: L27107RJ1985PLC003370
28-37, Banke Bihari Industrial Area,
Jatawali Mod, Maharkala Road,
Dehra, Teh.: Chomu, Distt. Jaipur-303806

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

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

For KHUSHBU KANWAR & CO
(Company Secretaries)

SD/-
KhushbuKanwar
M. No. 24110
C.P. No. 52560
UDIN: A052560E000832812

Place: Jaipur
Date: 21st August, 2023

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

INDEPENDENT AUDITORS' REPORT

To
The Members of
RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

Report on Audit of the Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of **Rajasthan Tube Manufacturing Company Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, of the state of affairs (financial position) of the Company as at March 31, 2023 and its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

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CIN: L27107RJ1985PLC003370

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

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report; but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

When we read the Final Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions as per applicable laws and regulations

Responsibilities of Management and those charged with Governance for Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse

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consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Report on Other Legal and Regulatory Requirements

1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the companies Act 2013, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

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

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

e) On the basis of written representation received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as director in terms of section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".

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

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements. Refer Note 30 to the standalone Ind AS financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv.a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts to the standalone Ind AS financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other

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sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (a) and (b) contain any material misstatement.; and

v. The Company has not declared or paid any dividend during the year.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

4) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Giriraj & Lohiya
Chartered Accountants
(FRN-006031C)

Place: Jaipur
Date: 27th May, 2023

Sd/-
(Giriraj Prasad)
Partner
(M. No.73380)
UDIN:23073380BGXLZP3848

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ANNEXURE-A

REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE

Re. Rajasthan Tube Manufacturing Company Limited:

i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company do not have any intangibles assets.

(b) The Company has a regular program of physical verification of its property, plant and equipment including right of use assets and investment property under which the assets are physically verified in a phased manner over a period of two years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment including right of use assets and investment property were verified during the year and no material discrepancies were noticed on such verification.

(c) The title deeds of all immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) during the year ended 31 March, 2023.

(e) There are no proceedings initiated or are pending against the Company for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii)(a) As explained to us, the management has conducted physical verification of inventory at reasonable intervals and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.

(b) The Company has been sanctioned working capital limits in excess of five crore in aggregate from banks during the year on the basis of security of current assets of the Company. The monthly returns/statements filed by the Company with such banks are in agreement with the books of account of the Company.

(iii)(a) During the year the Company has not provided loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on these is not applicable to the Company.

(b) During the year the terms and conditions of the grant of all loans to companies, firms, Limited Liability Partnerships or any other parties are not prejudicial to the Company's interest.

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(c) The Company has not granted loans during the year to companies, firms, Limited Liability Partnerships or any other parties where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular. The Company has not granted advances in the nature of loans during the year to companies, firms, Limited Liability Partnerships or any other parties where the schedule of repayment of principal and payment of interest has been stipulated. Accordingly, the requirement to report on this is not applicable to the Company.

(d) There are no amounts of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days. The Company has not granted advances in the nature of loans during the year to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on this is not applicable to the Company.

(e) There were no loans granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties. The Company has not granted advances in the nature of loans during the year to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on this is not applicable to the Company.

(f) The Company has not granted loans repayable on demand to companies accordingly, the requirement to report on this is not applicable to the Company.

(iv) As per the information and explanation given to us, the company has complied with the provisions of section 186 of the Act to the extent applicable with respect to the investment made and guarantees given, and there are no transaction covered by section 185 of the Act during the year.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made there under, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

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

(vii)(a) According to the information and explanation given to us, and the records of the company examined by us, in our opinion, the Company is generally regular in depositing undisputed dues relating to Provident Fund, Employees' State Insurance, Income Tax, Duties of Customs, Duties of Excise, Value Added Tax, Goods and Service Tax, Cess and other material statutory dues as applicable to it with appropriate authorities. There are no undisputed

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statutory dues payable which are outstanding as at March 31, 2023 for a period of more than 6months from the date they became payable.

(b) According to the information given to us, and the records of the company examined by us, there are no dues of Income tax, Sales Tax, Custom duty, Excise duty, Value added tax, Goods and Service Tax, Cess and Professional tax which have not been deposited with appropriate authorities on account of any dispute other than mentioned below:

Name of the Statute	Nature of the Dues	Period to which the amt. Relates	Amount Rs.	Forum where the dispute is pending
Employees State Insurance Act.	ESI	1998-2000	94087	Employees State Insurance Court
RVAT ACT 2003	VAT	2013-2014	750622	Appellate Authority

viii)The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix)(a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared as a wilful defaulter by any bank or financial institution or government or any government authority during the year.

(c) According to the information and explanation given to us, and based on the documents provided to us the working capital term loan was applied by the company for the purpose for which the loans were obtained.

(d) According to the information and explanation given to us, and based on the documents provided to us and on an overall examination of the financial statements of the Company, no funds raised on short term basis have been used for long term purposes during the year by the Company.

(e) According to the information and explanation given to us, and based on the documents provided to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures during the year.

(f) According to the information and explanation given to us, and based on the documents provided to us the Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

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(x)(a) The Company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares/fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x) (b) of the Order is not applicable to the Company.

(xi)(a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under subsection (12) of Section 143 of the Companies Act, 2013 has been filed by secretarial auditor or by us in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanation given to us, and based on the documents provided to us Company has no whistle blower complaints received during the year. Accordingly, the requirement to report on these is not applicable to the Company.

(xii) (a) to (c) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clauses 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) According to the information and explanation given to us, and based on the documents provided to us the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi) (a) of the Order is not applicable to the Company.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration(CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

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(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current financial year or the previous financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, the company is not responsible to spend under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For Giriraj & Lohiya
Chartered Accountants
(FRN-006031C)

Place: Jaipur
Date: 27th May, 2023

Sd/-
(Giriraj Prasad)
Partner
(M. No.73380)
UDIN: 23073380BGXLZP3848

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Annexure-B to the Independent Auditor's Report to the members of RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2(A)(f) of 'Report on Other Legal and Regulatory Requirements' section

We have audited the internal financial controls over financial reporting of **Rajasthan Tube Manufacturing Company Limited** ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company 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 respective 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 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgement, 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 internal financial controls system over financial reporting of the Company.

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

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company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of 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; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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, to the best of our information and according to the explanations given to us, 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 March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Giriraj & Lohiya
Chartered Accountants
(FRN-006031C)

Place: Jaipur
Date: 27th May, 2023

Sd/-
(Giriraj Prasad)
Partner
UDIN: 23073380BGXLZP3848

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BALANCE SHEET AS AT 31^S MARCH 2023

(Amount in Lacs)

Particulars	Note No.	As at 31.03.2023 (Rs.)	As at 31.03.2022 (Rs.)
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	139.33	146.18
(b) Financial Assets			
(i) Investments	4	5.45	8.07
(ii) Loans	5	0.00	0.00
(c) Deferred tax assets (net)	6	116.25	116.25
(d) Other non-current assets	7	<u>89.77</u>	<u>95.82</u>
Total Non-Current Assets		<u>350.80</u>	<u>366.32</u>
Current assets			
(a) Inventories	8	1457.97	1712.12
(b) Financial Assets			
(i) Trade receivables	9	927.18	486.67
(ii) Cash and cash equivalents	10	16.09	20.27
(iii) Bank balances other than(ii) above	11	0.00	0.00
(iv) Other Financial Assets	12	102.85	212.55
(c) Other current assets	13	9.64	15.55
Total Current Assets		<u>2513.73</u>	<u>2447.16</u>
Total Assets		<u>2864.53</u>	<u>2813.48</u>
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	14	449.99	449.99
(b) Other Equity	15	<u>304.67</u>	<u>209.07</u>
Total Equity		<u>754.66</u>	<u>659.06</u>
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	153.27	321.82
(ii) Provisions	17	<u>5.32</u>	<u>4.08</u>
Total Non- Current Liabilities		<u>158.59</u>	<u>325.90</u>
Current liabilities			
(a) Financial Liabilities			S

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(i) Borrowings	18	1404.91	1050.07
(ii) Trade payables	19		
(A) total outstanding dues of micro enterprises and small enterprises		0	0
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		503.94	724.90
(i) Other Financial Liabilities	20	0.00	0.00
(b) Other current liabilities	21	33.33	29.40
(c) Provisions	22	9.10	24.15
Total Current Liabilities		<u>1951.28</u>	<u>1828.52</u>
Total Equity and Liabilities		<u>2864.53</u>	<u>2813.48</u>

SIGNIFICANT ACCOUNTING POLICIES

NOTE ON FINANCIAL STATEMENTS 1-47

As per our Report of even date Attached

FOR AND ON BEHALF OF THE BOARD

Sd/-

(HARISH CHAND JAIN)

CHAIRMAN & MANAGING DIRECTOR

(DIN:01504391)

FOR GIRIRAJ & LOHIYA
CHARTERED ACCOUNTANTS
FRN-006031C

Sd/-

(RAJSHREE JAIN)

DIRECTOR

(DIN:06934858)

GIRIRAJ PRASAD
PARTNER
M.NO. 073380
UDIN:23073380BGXLZP3848

Sd/-

(PRADEEP JAIN)

CFO

JAIPUR
27th May, 2023

Sd/-

(MONIKA SONI)

COMPANY SECRETARY

ICSI Membership No.: A65141

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH 2023

(Amount in Lacs)

	Particulars	Note No.	For the Year 31.03.2023 (Rs)	For the Year 31.03.2022 (Rs)
I	Revenue From operations	23	9988.43	5316.68
II	Other Income	24	<u>2.36</u>	<u>0.04</u>
III	Total Income (I+II)		<u>9990.79</u>	<u>5316.72</u>
IV	EXPENSES			
	Cost of materials consumed	25	9502.44	5445.81
	Changes in inventories of finished goods, Stock-in - Trade and work in-progress	26	35.63	(501.21)
	Employee benefits expense	27	50.78	48.87
	Finance costs	28	126.84	138.67
	Depreciation and amortization expenses	3	7.43	7.80
	Other expenses	29	<u>164.07</u>	<u>115.54</u>
	Total expenses (IV)		<u>9887.19</u>	<u>5255.48</u>
V	Profit/(loss) before exceptional items and tax (III- IV)		103.60	61.24
VI	Exceptional Items		0	0
VII	Profit/ (loss) before tax(V-VI)		103.60	61.24
	Tax expense:			
VIII	(1) Current tax		8.00	5.00
	(2) Deferred tax		0	0
	Total Tax Expense		<u>8.00</u>	<u>5.00</u>
IX	Profit/(loss) for the period (VII-VIII)		95.60	56.24
X	Other Comprehensive Income		<u>0</u>	<u>0</u>
XI	Total Comprehensive Income for the period (IX+X) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		95.60	56.24
XII	Earnings per equity share (Face value Rs.10/-each):			

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

(1) Basic (In Rs.)	2.12	1.25
(2) Diluted (In Rs.)	2.12	1.25
SIGNIFICANT ACCOUNTING POLICIES		
NOTE ON FINANCIAL STATEMENTS	1-47	

As per our Report of even date Attached

FOR AND ON BEHALF OF THE BOARD

FOR GIRIRAJ & LOHIYA
CHARTERED ACCOUNTANTS
FRN-006031C

GIRIRAJ PRASAD
PARTNER
M.NO. 073380
UDIN:23073380BGXLZP3848

JAIPUR
27th May, 2023

Sd/-
(HARISH CHAND JAIN)
CHAIRMAN & MANAGING DIRECTOR
(DIN:01504391)

Sd/-
(RAJSHREE JAIN)
DIRECTOR
(DIN:06934858)

Sd/-
(PRADEEP JAIN)
CFO

Sd/-
(MONIKA SONI)
COMPANY SECRETARY
ICSI Membership No.: A65141

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

(Amount In Lacs)

	YEAR ENDED 31-03-2023	YEAR ENDED 31-03-2022
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/Loss before Tax and Extra-ordinary items	103.60	61.24
Adjustments For:		
Depreciation	7.43	7.80
Profit/Loss on sale of Fixed Assets		-
Interest Received	(2.36)	(0.04)
Finance Cost	126.84	138.67
Operating Profit before working Capital Changes	235.51	207.67
Adjustments for (increase)/ decrease in Operating Assets:		
Decrease/(Increase) in Trade and other Receivables	(440.51)	(0.35)
Decrease/(Increase) Inventories	254.15	(1095.26)
Decrease/(Increase) in Long Term Loans and Advances	0.00	0.00
Decrease/(Increase) in Other Financial Assets (Short Terms Loans & Advances)	109.70	(10.78)
Decrease/(Increase) in Other Non-Current Assets	6.05	32.21
Decrease/(Increase) in Other Current Assets	5.91	(3.06)
Adjustments for increase/ (decrease) in Operating Liabilities:		
(Decrease)/Increase in Trade Payables	(220.96)	724.04
(Decrease)/Increase in Short Term Provisions	(15.05)	5.03
(Decrease)/Increase in Long Term Provisions	1.24	0.57
(Decrease)/Increase in Other Current Liabilities	3.93	(50.71)
(Decrease)/Increase in Other Financial Liabilities	<u>0.00</u>	<u>(1.77)</u>
Cash Generated from Operations	(60.03)	(192.41)
Less: Income Tax Paid	<u>(8.00)</u>	<u>(05.00)</u>
NET CASH FLOW FROM OPERATING ACTIVITIES	<u>68.03</u>	<u>(197.41)</u>
CASH FLOW FROM INVESTING ACTIVITIES:		
(Increase)/Decrease in Property, Plant and Equipment including Capital Advances	(0.58)	(0.07)
Interest Received	2.36	0.04
Bank deposit not considered as cash and cash equivalents	0.00	0.00
Increase/(Decrease) in Long Term Investments	<u>2.62</u>	<u>0.00</u>
NET CASH (USED IN)/FROM INVESTING ACTIVITIES	<u>4.40</u>	<u>(0.03)</u>
CASH FLOW FROM FINANCING ACTIVITIES:		
Interest Paid	(126.84)	(138.67)
Increase/(decrease) in Long Term Borrowings	(168.55)	32.26
Increase/(decrease) in Short Term Borrowings	<u>354.84</u>	<u>321.42</u>
NET CASH (USED IN)/FROM FINANCING ACTIVITIES	<u>59.45</u>	<u>215.01</u>

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

Net Increase/Decrease in Cash & Cash Equivalents(A+B+C)	(4.18)	17.57
Cash and cash equivalents at the beginning of period	20.27	2.70
Cash and cash equivalents at the end of period	16.09	20.27

As per our Report of even date Attached

SIGNIFICANT ACCOUNTING POLICIES

NOTE ON FINANCIAL STATEMENTS

1-47

As per our Report of even date Attached

FOR AND ON BEHALF OF THE BOARD

FOR GIRIRAJ & LOHIYA
CHARTERED ACCOUNTANTS
FRN-006031C

GIRIRAJ PRASAD
PARTNER
M.NO. 073380
UDIN:23073380BGXLZP3848

JAIPUR
27th May, 2023

Sd/-
HARISH CHAND JAIN
MANAGING DIRECTOR
DIN:01504391

Sd/-
RAJSHREE JAIN
DIRECTOR
DIN:06934858

Sd/-
PRADEEP JAIN
CFO

Sd/-
MONIKA SONI
COMPANY SECRETARY
ICSI Membership No.: A65141

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

STATEMENT OF CHANGES IN EQUITY For the year ended 31 March, 2023

A. Equity Share Capital

(Amount in Lacs)

Balance as at 01.04.2022	Changes in Equity Share Capital due to prior period errors	Balance as at 01.04.2022	Changes in equity share capital during the current year	Balance as at 31.03.2023
449.99	0	449.99	0	449.99
Balance as at 01.04.2021	Changes in Equity Share Capital due to prior period errors	Balance as at 01.04.2021	Changes in equity share capital during the current year	Balance as at 31.03.2022
449.99	0	449.99	0	449.99

B. Other Equity

(Amount in Lacs)

Particulars	Reserve and Surplus				Other items of Other Comprehensive Income (Actuarial gain/loss)	Total
	General Reserve	Securities Premium	Investment Allowance Utilization Reserve	Retained Earning		
As at 1 st April,2021	61.02	165.13	17.47	(90.79)	0	152.83
Profit/ Loss for the period				56.24	0	56.24
As at 31 st March,2022	61.02	165.13	17.47	(34.55)	0	209.07
Profit/ Loss for the period						
As at 31 st March,2023	61.02	165.13	17.47	61.05		304.67

SIGNIFICANT ACCOUNTING POLICIES NOTE ON FINANCIAL STATEMENTS 1-49

As per our Report of even date Attached

FOR AND ON BEHALF OF THE BOARD

Sd/-

(HARISH CHAND JAIN)
MANAGING DIRECTOR
(DIN:01504391)

FOR GIRIRAJ & LOHIYA
CHARTERED ACCOUNTANTS
FRN-006031C

Sd/-

(RAJSHREE JAIN)
DIRECTOR
(DIN:06934858)

GIRIRAJ PRASAD
PARTNER
M.NO. 073380
UDIN:23073380BGX
LZP3848

Sd/-

(PRADEEP JAIN)
CFO

JAIPUR
27th May, 2023

Sd/-

MONIKA SONI
COMPANY SECRETARY
ICSI Membership No.: A65141

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

NOTES: - 1 TO 47: NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

1. CORPORATE INFORMATION:

Rajasthan Tube Manufacturing Company Limited ("the Company") is a Public limited company domiciled in India and incorporated under the provision of the Companies Act 1956 and listed on Bombay Stock Exchange. The registered office of the company is situated at 28-37, Banke Bihari Industrial Area, Jatawali Mod, Maharkala Road, Village Dehra, Teh. Chomu, District Jaipur-303806. The Company is engaged in manufacturing and trading of Black and Galvanized ERW Steel Tubes and Pipes.

Amount in the financial statements are presented in Rupees in Lacs, unless otherwise stated. Certain amount that are required to be disclosed and do not appear due to round off are expressed as zero. The financial statements are amounts that are presented in Indian Rupees (₹) which is also functional currency of the company. These financial statements for the year ended March 31, 2023 are approved and adopted by the Board of Directors in their meeting held on May 27, 2023.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES FOLLOWED BY THE COMPANY:

(A) BASIS OF PREPARATION

(i) STATEMENT OF COMPLIANCE WITH IND AS:

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') notified under the companies (Indian accounting standards) Rules, 2015 as amended by the companies (Indian accounting standards) (Amendment) Rules 2016 notified under the Section 133 of the companies act, 2013 the relevant provisions of the companies act, 2013 ("the Act") and guidelines issued by the securities and exchange Board of India.

(ii) HISTORICAL COST CONVENTION:

The financial statements have been prepared on a historical cost basis, except for the following:

- 1) Certain financial assets and liabilities that are measured at fair value;
- 2) Assets held for sale - measured at lower of carrying amount or fair value less cost to sell;
- 3) Defined benefit plans - plan assets measured at fair value as per Actuarial Valuation.

(B) USE OF ESTIMATES AND JUDGMENTS

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

(C) IMPAIRMENT OF NON-CURRENT ASSETS

An asset is considered as impaired when at the date of Balance Sheet there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the asset belongs exceeds its recoverable amount (i.e. the higher of the net asset selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the Statement of Profit and Loss. The impairment loss recognized in the prior accounting period is

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

reversed if there has been a change in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the impaired asset over its remaining useful life.

(D) PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION

Property, Plant and Equipment are carried at cost less accumulated depreciation / amortization and impairment of losses if any, in the books of accounts. The company capitalized all costs incidental to acquisition and installation of fixed assets.

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

Transition to Ind AS

On transition to Ind AS, the company has elected to continue with the carrying value of all its property, plant and equipment recognized as at April 1, 2016 measured as the previous GAAP (Indian GAAP) and use that carrying value as the deemed cost of property, plant and equipment.

Depreciation

Depreciable amount for asset is the cost of an asset less its estimated residual value. Depreciation on Property, Plant and Equipment is charged on straight line method as per useful life of prescribed in Schedule II to the Companies Act, 2013 except on GI Plant and Building which have commenced commercial production w.e.f. 16th February, 1996, and vehicles purchased after 01-04-1998 depreciation has been provided on written down value method as per useful life of prescribed in Schedule II to the Companies Act, 2013.

From the date Schedule II of the Companies Act 2013 comes into effect, the carrying amount of the assets as on that date after retaining the residual value has been depreciated over the remaining useful life of the assets as per this Schedule.

Depreciation methods, useful lives and residual values are reviewed periodically, at each financial year end. Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under non-current assets and the cost of assets not put to use before such date are disclosed under 'capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

(E) VALUATION OF INVENTORIES:

Inventories are measured at the lower of cost and the net realizable value. As per the consistent practice of the company, while valuing stocks, the relative impact/incidence of overheads has been considered. Cost includes cost of purchase, cost of conversion and other cost incurred in bringing the inventories to their present location and condition. Cost of inventories are determined on FIFO basis.

Net realizable value represents the estimated selling price for inventories less all estimated cost of completion and costs necessary to make the sale.

(F) REVENUE RECOGNITION:

To determine whether to recognise revenue, the Company follows a 5-step process:

- a) Identifying the contract with a customer
- b) Identifying the performance obligations
- c) Determining the transaction price
- d) Allocating the transaction price to the performance obligations
- e) Recognising revenue when/as performance obligation(s) are satisfied.

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

Sale of products (including scrap sales and service income):

Sales (including scrap sales) are recognized when control of products is transferred to the buyer as per the terms of the contract and are accounted for net of returns and rebates. Control of goods refers to the ability to direct the use of and obtain substantially all of the remaining benefits from goods. Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Income in respect of service contracts are recognized in Statement of Profit and Loss on completion of performance obligation.

Revenue is measured at fair value of consideration received or receivables and are accounted for net of returns, rebates and trade discount. Sales, as disclosed, are exclusive of goods and services tax.

The Company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, indirect taxes). The consideration promised in a contract with a customer may include fixed consideration, variable consideration (if reversal is less likely in future), or both. No element of financing is deemed present as the sales are largely made on advance payment terms or with credit term of not more than one year. Sales, as disclosed, are exclusive of goods and services tax.

The transaction price is allocated by the Company to each performance obligation (or distinct good or service) in an amount that depicts the amount of consideration to which it expects to be entitled in exchange for transferring the promised goods or services to the customer.

For each performance obligation identified, the Company determines at contract inception whether it satisfies the performance obligation over time or satisfies the performance obligation at a point in time.

The Company recognizes contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities in the statement of financial position. Similarly, if the Company satisfies a performance obligation before it receives the consideration, the Company recognizes either a contract asset or a receivable in its statement of financial position, depending on whether something other than the passage of time is required before the consideration is due.

Interest income:

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

Job Work Income:

Revenue from job work services is recognized based on the services rendered in accordance with the terms of contracts.

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

Dividend income:

Dividend income is recognized at the time when right to receive the payment is established, which is generally, when the shareholders approve the dividend.

(G) Recent accounting pronouncements

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1, Presentation of Financial Statements – This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.

Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors – This amendment has introduced a definition of accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its Standalone financial statements.

Ind AS 12, Income Taxes – This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its Standalone financial statements.

(H) BORROWING COSTS:

Borrowing costs specifically relating to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized (net of income on temporarily deployment of funds) as part of the cost of such assets. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds.

For general borrowing used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period.

All other borrowing costs are expensed in the period in which they occur.

(I) EMPLOYEE BENEFITS:

1. Short term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss accounted of the year in which the related services are rendered. Benefits such as salaries, bonus, incentives etc. are recognized in the period in which employees rendered services. Employee benefit such as PF, family pension, ESI etc. are treated as defined contribution plan and such contributions are charged to P&I account when contribution to the respective funds are applicable and due.

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

2. The company's liability on account of gratuity are determined at each financial year on the basis of actuarial valuation in respect of eligible employees.

(J) ACCOUNTING FOR TAXES ON INCOME:

i) Provision for current tax is made on the basis of estimated tax liability as per the applicable provisions of tax laws.

ii) Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilized.

(K) CASH FLOW STATEMENT:

Cash flows are reported using the indirect method, whereby profit/ loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing flows. The cash flows from operating, investing and financing activities of the Company are segregated. Cash and cash equivalents presented in the cash flow statement consist of cash on hand and cash at bank and demand deposits with bank.

(L) EARNING PER SHARE:

Basic earnings per share is calculated by dividing the net Profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. for the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

(M) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are not recognized. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognized as an asset.

(N) CASH AND CASH EQUIVALENTS

Cash and cash equivalent in the Balance Sheet comprise cash at bank and on hand and short-term deposit with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

(O) FINANCIAL INSTRUMENTS AND INVESTMENTS

The company recognizes the financial assets and financial liabilities when the recognition criteria of financial instrument as specified under **Ind AS 109** is met.

FINANCIALS ASSET

Initial recognition and measurement

All financial assets are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset except in the case of financial assets not recorded at fair value through profit or loss. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

Financial Asset at amortized cost

A 'Financial Asset' is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate ("EIR") method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss.

Financial Asset at Fair value through Other Comprehensive Income("FVTOCI")

A 'Financial Asset' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI. Financial Asset included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income ("OCI")

Financial Asset at fair Value through Profit & Loss ("FVTPL")

FVTPL is a residual category for Financial Assets. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the group may elect to designate a Financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Derogisation of Financial asset

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognized when the rights to receive cash flows from the asset have expired.

Impairment of financial assets

The company assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the company applies the simplified approach permitted by IND AS 109 Financial instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

FINANCIAL LIABILITIES

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

Subsequent Measurement

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial Liabilities at Amortized Cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

(P) SEGMENT REPORTING:

The Company at present is engaged in the business of manufacturing of ERW Steel Tubes, which constitutes a single business segment.

(Q) FAIR VALUE MEASUREMENT:

The Company measures some of its financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- I. Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- II. Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- III. Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

(R) CLASSIFICATION OF CURRENT /NON-CURRENT ASSETS AND LIABILITIES

All assets and liabilities are presented as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013 and Ind AS 1 Presentation of financial statements. Based on the nature of products and the time between the acquisition of assets for processing and their realisation, the Company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities.

(S) CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgments, which have significant effect on the amounts recognised in the financial statement:

(a) Property, plant and equipment

External adviser or internal technical team assess the remaining useful lives and residual value of property, plant and equipment. Management believes that the assigned useful lives and residual value

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

are reasonable, the estimates and assumptions made to determine depreciation are critical to the Company's financial position and performance.

(b) Income taxes

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the standalone financial statements.

(c) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

(d) Allowance for uncollected accounts receivable and advances

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

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3. PROPERTY, PLANT AND EQUIPMENT

(Amount in Lacs)

Particulars	Freehold land	Building	Plan & Machinery	Furniture & Fixture	Vehicles	Office Equipment	Tangible Total
Gross carrying value							
As at 31 March 2021	47.53	233.66	504.48	3.79	109.81	12.00	911.27
Addition	-	-	-	-	-	.07	0.07
Deduction	-	-	-	-	-	-	-
As at 31 March 2022	47.53	233.66	504.48	3.79	109.81	12.07	911.34
Addition	-	-	-	-	-	.58	0
Deduction	-	-	-	-	-	0	0
As at 31 March 2023	47.53	233.66	504.48	3.79	109.81	12.65	911.92
Accumulated Depreciation							
As at 31 March 2021	0	142.19	492.92	3.49	107.68	11.08	757.36
Depreciation for the year	0	<u>4.53</u>	<u>2.43</u>	<u>0.02</u>	<u>0.56</u>	<u>0.26</u>	<u>7.8</u>
As at 31 st March,2022	0	146.72	495.35	3.51	108.24	11.34	765.16
Depreciation for the year	0	<u>4.52</u>	<u>2.37</u>	<u>0.02</u>	<u>0.39</u>	<u>0.13</u>	<u>7.43</u>
As at 31 st March,2023	0	151.24	497.72	3.53	108.63	11.47	772.59
Net Carrying Value							
As at 31 st March,2023	47.53	82.42	6.76	0.26	1.18	1.18	139.33
As at 31 st March,2022	47.53	86.94	9.13	0.28	1.57	0.73	146.18
As at 31 st March 2021	47.53	91.47	11.56	0.3	2.13	0.92	153.91
Useful Life of Assets	-	30-60 year	15 year	10 year	8-10 year	5 year	-

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	As at 31 March,2023	(Amount in Lacs) As at 31 March,2022
<u>4. INVESTMENTS (NON-CURRENT)</u>		
PARTICULARS		
INVESTMENT IN EQUITY INSTUMENTS		
UNQUOTED- OTHERS		
(Valued at Cost unless stated otherwise)		
54500 (31 st March 2020: 54500)		
Equity Shares of Tridev Finance Company Limited of Rs.10/- each fully paid up		
(Fair value of Unquoted Investment as on 31st March 2020: 545000)		
	5.45	5.45
(B)INVESTMENT IN GOVERNMENT SECURITIES(Unquoted-Others) At Amortized Cost		
N.S.C. *	<u>0</u>	<u>2.62</u>
TOTAL	<u>5.45</u>	<u>8.07</u>
UNQUOTED		
Aggregate Carrying Value	<u>5.45</u>	<u>8.07</u>
TOTAL INVESTMENT AT COST/FAIR VALUE	<u>5.45</u>	<u>8.07</u>
* Pledged with Commercial Tax Department.		

	As at 31 March,2023	As at 31 March,2022
<u>5. LOANS (UNSECURED, CONSIDERED GOOD)</u>		
PARTICULARS		
SECURITIES DEPOSIT	<u>0.00</u>	<u>0.00</u>
TOTAL	<u>0.00</u>	<u>0.00</u>
Loans Receivables shall be sub-classified as		
Loans Receivables considered good – Secured	0.00	0.00
Loans Receivables considered good - Unsecured	0.00	0.00
Loans Receivables which have significant increase in Credit Risk	0.00	0.00
Loans Receivables - credit impaired	0.00	0.00
The amounts due by:		
Directors	NIL	NIL
Officers either severally or jointly with other persons	NIL	NIL
Firms or Private Companies in which any Director is Partner or Director or a Member	NIL	NIL

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6. DEFERRED TAX ASSETS (NET)

(Amount in Lacs)

	As at 31 March,2023	As at 31 March,2022
DEFERRED TAX ASSETS		
Difference between carrying amount of fixed assets in the financial statement and the income tax computation and Tax effect of Unabsorbed Loss & Depreciation	<u>116.25</u>	<u>116.25</u>
TOTAL	<u>116.25</u>	<u>116.25</u>

7. OTHER NON-CURRENT ASSETS (UNSECURED, CONSIDERED GOOD)

	As at 31 March,2023	As at 31 March,2022
INTEREST ACCRUED ON NSC	0.00	1.30
SECURITY DEPOSITS	<u>89.77</u>	<u>94.52</u>
TOTAL	<u>89.77</u>	<u>95.82</u>

8. INVENTORIES

	As at 31 March,2023	As at 31 March,2022
AT LOWER OF COST OR NET REALIZABLE VALUE		
RAW MATERIAL	430.60	611.05
STOCK -IN-PROCESS	250.60	145.78
FINISHED GOODS	739.43	879.88
STORES	35.48	73.55
SPARES LOOSE TOOLS	<u>1.86</u>	<u>1.86</u>
TOTAL	<u>1457.97</u>	<u>1712.12</u>

BREAK UP OF INVENTORIES

RAW MATERIAL

HR COILS	430.60	611.05
PP RINGS AND OTHERS	<u>0.00</u>	<u>0.00</u>
	<u>430.60</u>	<u>611.05</u>

STOCK IN PROCESS

SLITTED HR COILS	<u>250.60</u>	<u>145.78</u>
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FINISHED GOODS

MS PIPES	739.43	879.88
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9. TRADE RECEIVABLES

	(Amount in Lacs)	
	As at 31 March,2023	As at 31 March,2022
Trade Receivables considered good - Secured	0	0
Trade Receivables Considered Good- Unsecured	927.18	486.67
Trade Receivables which have significant increase in credit risk	0	0
Trade Receivables -credit impaired	<u>0</u>	<u>0</u>
Total	<u>927.18</u>	<u>486.67</u>

Ageing of receivables that are past due but not impaired (UNSECURED, CONSIDERED GOOD)

DEBTS OUTSTANDING FOR A PERIOD EXCEEDING SIX MONTHS	108.76	25.19
OTHER DEBTS	<u>818.42</u>	<u>461.48</u>
TOTAL	<u>927.18</u>	<u>486.67</u>

The Amount Dues by:

Directors	NIL	NIL
Officers either severally or jointly with other persons	NIL	NIL
Firms or Private Companies in which any Director is Partner or Director or a Member	NIL	NIL

Note: Trade receivables have been given as collateral towards borrowings from Bank.

Trade Receivable ageing Schedule:

Outstanding for following periods from the due date of payment as on March 31, 2023:

	(Amount in Lacs)					
Particulars	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivable - Considered good	818.42	83.32	8.63	16.81	-	927.18
(ii) Undisputed Trade Receivables - Which have significant Increase in credit risk.	--	--	--	--	--	--
(iii) Undisputed Trade Receivable - credit impaired	--	--	--	--	--	--
(iv) Disputed Trade Receivable - considered good	--	--	--	--	--	--
(v) Disputed Trade Receivables - Which have significant Increase in credit risk.	--	--	--	--	--	--
(vi) Disputed Trade Receivable - credit impaired	--	--	--	--	--	--

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Outstanding for following periods from the due date of payment as on March 31, 2022:

(Amount in Lacs)

Particulars	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivable - Considered good	461.48	07.20	17.99	-	-	486.67
(ii) Undisputed Trade Receivables - Which have significant Increase in credit risk.	--	--	--	--	--	--
(iii) Undisputed Trade Receivable - credit impaired	--	--	--	--	--	--
(iv) Disputed Trade Receivable - considered good	--	--	--	--	--	--
(v) Disputed Trade Receivables - Which have significant Increase in credit risk.	--	--	--	--	--	--
(vi) Disputed Trade Receivable - credit impaired	--	--	--	--	--	--

(Amount in Lacs)

10. CASH AND CASH EQUIVALANTS

BALANCE WITH BANK

IN CURRENT ACCOUNT

As at 31
March,2023

As at 31
March,2022

0

0.16

IN TERM DEPOSIT ACCOUNT (Pledged with Bank as Margin Money)

0.81

0.81

CASH IN HAND

15.28

19.30

TOTAL

16.09

20.27

11. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALANTS

WITH MATURITY MORE THAN 12 MONTHS AT INCEPTION (Pledged with Bank as Margin Money)

As at 31
March,2023

As at 31
March,2022

0.00

0.00

TOTAL

0.00

0.00

12. OTHER FINANCIAL ASSETS

PREPAID EXPENSES

As at 31
March,2023

As at 31
March,2022

4.75

5.19

OTHER ADVANCES RECOVERABLE IN CASH OR KIND FOR VALUE TO BE RECEIVED

98.10

207.36

TOTAL

102.85

212.55

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	(Amount in Lacs)	
	As at 31 March,2023	As at 31 March,2022
<u>13. OTHER CURRENT ASSETS</u>		
INTEREST ACCRUED ON FDR	0.00	0.00
TDS RECEIVABLE	9.64	11.31
TCS ON PURCHASE	<u>0</u>	<u>4.24</u>
TOTAL	<u>9.64</u>	<u>15.55</u>

14. SHARE CAPITAL

	As at 31 March,2023	As at 31 March,2022
Authorised		
80,00,000 (Previous Year 80,00,000) Equity Shares of Rs.10/- each	800.00	800.00
Issued, Subscribed & Paid up		
45,07,800 (Previous Year 45,07,800) Equity Shares of Rs.10/- each fully paid up	450.78	450.78
Less: Allotment Money due towards Capital A/c	<u>0.79</u>	<u>0.79</u>
	<u>449.99</u>	<u>449.99</u>

Reconciliation of of number of Equity Share outstanding at the beginning and at the end of the reporting period is set as below:

	As at 31 March,2023	As at 31 March,2022
	Number of Shares	Number of Shares
Equity Shares		
Opening Balance	45,07,800	45,07,800
Changes During the year	<u>0</u>	<u>0</u>
Closing Balance	<u>45,07,800</u>	<u>45,07,800</u>

(a) Rights, Preferences and restrictions attached to shares

Equity Shares:

The Company has one class of equity shares having a par value of Rs.10/- each. Each Shareholder is eligible for one vote per share held. In the event of Liquidation, the equity Shareholders are eligible to

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receive the remaining assets of the Company after distribution of all preferential amounts if any, in proportion to their shareholding

(b) Details of Shares held by Shareholders holding more than 5% of the aggregate shares in the Company.

Equity Shares	Number of Share held and % of share Holding (2022-23)	Number of Share held and % of share Holding (2021-22)
TRIDEV FINANCE COMPANY LIMITED	0.00(0.00%)	0.00(0.00%)
HARISH CHAND JAIN	1104778(24.51%)	1104778(24.51%)
DEEPIKA MANAK CHAND JAIN	442528(9.82%)	442528(9.82%)
BINOD KUMAR THOLIYA HUF	276725(6.14%)	412547(9.15%)
SAURABH JAIN	338822(7.52%)	338822(7.52%)
RAJSHREE JAIN	243219(5.40%)	243219(5.40%)
PRADEEP JAIN	326725(7.25%)	190902(4.24%)

(C) 1. Details of Shares held by Promoters/promoter group in the Company as on 31st march 2023.

Promoter name	Number of Share held and % of share Holding (2022-23)	Number of Share held and % of share Holding (2021-22)	% Change during the year
HARISH CHAND JAIN	1104778(24.51%)	1104778(24.51%)	--
DEEPIKA MANAK CHAND JAIN	442528(9.82%)	442528(9.82%)	--
SAURABH JAIN	338822(7.52%)	338822(7.52%)	--
RAJSHREE JAIN	243219(5.40%)	243219(5.40%)	--
PRADEEP JAIN	326725(7.25%)	190902(4.24%)	3.01
TRIDEV FINANCE COMPANY LIMITED	0.00(0.00%)	0.00(0.00%)	--

2. Details of Shares held by Promoters/promoter group in the Company as on 31st march 2022.

Promoter name	Number of Share held and % of share Holding (2021-22)	Number of Share held and % of share Holding (2020-21)	% Change during the year
HARISH CHAND JAIN	1104778(24.51%)	726123(16.11%)	8.40
DEEPIKA MANAK CHAND JAIN	442528(9.82%)	442528(9.82%)	--
SAURABH JAIN	338822(7.52%)	338822(7.52%)	--
RAJSHREE JAIN	243219(5.40%)	243219(5.40%)	--
PRADEEP JAIN	190902(4.24%)	190902(4.24%)	--
TRIDEV FINANCE COMPANY LIMITED	0.00(0.00%)	378655(8.40%)	(8.40)

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(D) Shareholding of Company held by its holding company or its ultimate holding company :

The Company has no holding company or ultimate holding company .

(E) Dividend declared/paid:

The Company has not declared and paid any dividends during the year.

(F) During the period of five financial years immediately preceding the Balance Sheet date, the Company has not:

I. altered any fully paid up equity shares by way of Bonus Shares;

II. altered any equity shares pursuant to any contract without payment being received in cash;

III. brought back any equity shares.

(G) The Company has calls in arrears /unpaid calls amounting to 79500/-, however it does not have any outstanding calls due from directors and officers of the company.

15. OTHER EQUITY

(Amount in Lacs)

	As at 31 March,2023	As at 31 March,2022
General Reserve		
Opening balance	<u>61.02</u>	<u>61.02</u>
	<u>61.02</u>	<u>61.02</u>
Securities Premium Account		
Opening balance	165.39	165.39
Less: allotment Money due towards Premium account	<u>0.26</u>	<u>0.26</u>
	<u>165.13</u>	<u>165.13</u>
Investment Allowance Utilization Reserve	17.47	17.47
Surplus in Statement of Profit and Loss		
Opening balance	(34.55)	(90.79)
Add: Profit/(Loss) for the year	<u>95.60</u>	<u>56.24</u>
	<u>61.05</u>	<u>(34.55)</u>
Total	<u>304.67</u>	<u>209.07</u>

(i) **General Reserve:** The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

General Reserve reflects amount transferred from Statement of Profit and Loss in accordance with regulations of the Companies Act, 2013.

(ii) **Securities Premium Reserve:** Securities premium reserve is used to record the premium on issue of shares. The reserve is utilized in accordance with the provision of the Companies Act, 2013

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(iii) **Investment Allowance Utilization Reserve:** Investment Allowance Utilization Reserve is a free reserve.

	(Amount in Lacs)	
	As at 31 March,2023	As at 31 March,2022
<u>16.BORROWINGS (NON-CURRENT)</u>		
SECURED LOANS		
FROM BANKS O/D		
ON GECL ACCOUNT (WITH SBI) [Note no. (i)]	142.29	244.22
	142.29	244.22
UNSECURED LOANS		
FROM OTHERS (DIRECTOR) [Note no. (ii)]	<u>10.98</u>	<u>77.60</u>
	<u>10.98</u>	<u>77.60</u>
TOTAL	<u>153.27</u>	<u>321.82</u>

NOTES:

(i) During the earlier years the company has taken Working Capital Term Loan (WCTL under GECL) secured by way of first charge on company's entire fixed assets i.e., raw material, SIP, finished goods, packing material, consumables stores and book debts. This loan is further secured by first charge in respect of other movable and immovable fixed assets of the company and personal guarantee of Mr. Harish Chand Jain, Managing Director of the Company. The WCTL sanctioned for 48 months with a moratorium period of 12 months and will be repayable in 36 monthly installments starting from June 2022.

(ii) During previous year the company has taken Working Capital Term Loan (WCTL under GECL EXTENSION) secured by way of first charge on company's entire fixed assets i.e., raw material, SIP, finished goods, packing material, consumables stores and book debts. This loan is further secured by first charge in respect of other movable and immovable fixed assets of the company and personal guarantee of Mr. Harish Chand Jain, Managing Director of the Company. The WCTL sanctioned for 60 months with a moratorium period of 24 months and will be repayable in 35 monthly installments starting from February 2024.

(iii) During the earlier years, the Company has taken unsecured loan from Mr. Harish Chand Jain, Managing Director of the Company for meeting its operational working capital requirements. Loan is repayable when funds are available with Company. Applicable rate of interest is 9 % p.a.

	(Amount in Lacs)	
	As at 31	As at 31
<u>17. PROVISIONS (NON-CURRENT)</u>		

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	March,2023	March,2022
Non-Current		
PROVISION FOR GRATUITY	<u>5.32</u>	<u>4.08</u>
TOTAL	<u>5.32</u>	<u>4.08</u>

	(Amount in Lacs)	
	As at 31 March,2023	As at 31 March,2022
18. BORROWINGS (CURRENT)		
SECURED LOANS		
FROM BANKS (Note no. (i))		
ON CASH CREDIT ACCOUT WITH SBI	1302.02	955.07
CURRENT MATURITIES OF LONG TERM LOAN	<u>102.89</u>	<u>95.00</u>
TOTAL	<u>1404.91</u>	<u>1050.07</u>

Note:

(i) Working Capital Loan is secured by way of first charge as hypothecation over all the current assets of the company including its book debts. This loan is further secured by first charge in respect of other movable and immovable fixed assets of the company and personal guarantee of Mr. Harish Chand Jain, Managing Director of the Company.

	As at 31 March,2023s	As at 31 March,2022
19. TRADE PAYABLES		
TOTAL OUTSTANDING DUES OF MICRO AND SMALL ENTERPRISES	0	0
TOTAL OUTSTANDING DUES OTHER THAN MICRO AND SMALL ENTERPRISES	<u>503.94</u>	<u>724.90</u>
TOTAL	<u>503.94</u>	<u>724.90</u>

Trade Payables ageing Schedule:

Outstanding for following periods from the due date of payment as on March 31, 2023:

(Amount in Lacs)

Particulars	Less than 1 year	1 - 2 years	2-3 years	More than 3 years	Total
(i) MSME	--	--	--	--	--
(ii) Others	503.94	--	--	--	503.94
(iii) Disputed dues - MSME	--	--	--	--	--
(iv) Disputed dues - Others	--	--	--	--	--

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Outstanding for following periods from the due date of payment as on March 31, 2022:

(Amount in Lacs)

Particulars	Less than 1 year	1 - 2 years	2-3 years	More than 3 years	Total
(i) MSME	--	--	--	--	--
(ii) Others	724.90	--	--	--	724.90
(iii) Disputed dues - MSME	--	--	--	--	--
(iv) Disputed dues - Others	--	--	--	--	--

* Refer note no. 36 for Disclosure under Micro, Small and Medium enterprises Development Act.

(Amount in lacs)

	As at 31 March,2023	As at 31 March,2022
<u>20. OTHER FINANCIAL LIABILITIES</u>		
INTEREST ACCRUED BUT NOT DUE	<u>0.00</u>	<u>0.00</u>
TOTAL	<u>0.00</u>	<u>0.00</u>

	As at 31 March,2023	As at 31 March,2022
<u>21. OTHER CURRENT LIABILITIES</u>		
TDS PAYABLE	1.01	1.80
TCS ON SALES	0.51	0.23
OTHER LIABILITIES	<u>31.81</u>	<u>27.37</u>
TOTAL	<u>33.33</u>	<u>29.40</u>

	As at 31 March,2023	As at 31 March,2022
<u>22. PROVISIONS (CURRENT)</u>		
PROVISION FOR AUDIT FEES	<u>0.68</u>	0.68
PROVISION FOR TAXATION	<u>8.00</u>	23.15
PROVISION FOR GRATUITY	<u>0.42</u>	<u>0.32</u>
TOTAL	<u>9.10</u>	<u>24.15</u>

23. REVENUE FROM OPERATIONS

	Year Ended 31.03.2023	Year Ended 31.03.2022
SALES OF GOODS	<u>9988.43</u>	<u>5316.68</u>
TOTAL	<u>9988.43</u>	<u>5316.68</u>

24. OTHER INCOME

	Year Ende 31.03.2022	Year Ended 31.03.2022
INTEREST ON BANK DEPOSIT	0.04	0.04
OTHER INTEREST	2.32	0.00
PROVISION WRITE BACK	<u>0.00</u>	<u>0.00</u>

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TOTAL	<u>2.36</u>	<u>0.04</u>
	Year Ended	Year Ended
<u>25.COST OF MATERIAL CONSUMED</u>	31.03.2023	31.03.2022
INDIGENOUS	<u>9502.44</u>	<u>5445.81</u>
	<u>9502.44</u>	<u>5445.81</u>
BREAKUP OF RAW MATERIAL CONSUMED		
HR COILS AND PIPES	<u>9502.44</u>	<u>5445.81</u>
TOTAL	<u>9502.44</u>	<u>5445.81</u>
<u>26. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-PROCESS AND STOCK- IN-TRADE</u>	Year Ended	(Amount in lacs) Year Ended
	31.03.2023	31.03.2022
INVENTORIES (AT OPENING)		
FINISHED GOODS	879.88	437.60
STOCK-IN-PROCESS	<u>145.78</u>	<u>86.85</u>
	<u>1025.66</u>	<u>524.45</u>
INVENTORIES (AT CLOSING)		
FINISHED GOODS	739.43	879.88
WORK-IN-PROGRESS	<u>250.60</u>	<u>145.78</u>
	<u>990.03</u>	<u>1025.66</u>
TOTAL	<u>35.63</u>	<u>(501.21)</u>
	Year Ended	Year Ended
<u>27.EMPLOYEES BENEFIT EXPENSES</u>	31.03.2023	31.03.2022
SALARIES WAGES AND BONUS	49.09	48.09
STAFF WELFARE EXPENSES	0.00	0.00
ESI CONTRIBUTION	0.08	0.03
PROVIDENT FUND	0.27	0.14
GRATUITY EXP	<u>1.34</u>	<u>0.61</u>
TOTAL	<u>50.78</u>	<u>48.87</u>
	Year Ended	Year Ended
<u>28.FINANCE COSTS</u>	31.03.2023	31.03.2022
INTEREST	<u>126.84</u>	<u>138.67</u>
TOTAL	<u>126.84</u>	<u>138.67</u>

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	Year Ended 31.03.2023	Year Ended 31.03.2022
29. OTHER EXPENSES		
CONSUMPTION OF STORES AND SPARE PARTS	84.18	38.36
POWER AND FUEL	40.91	34.74
RATE AND TAXES	0.84	0.79
REPAIRING MAINTENANCE OF PLANT & MACHINERY	0.18	0.57
LEGAL AND PROFESSIONAL AND CONSULTANCY CHARGES	0.35	0.20
INSURANCE	2.32	5.33
TRAVELLING AND CONVEYANCE	0.10	0.00
PRINTING AND STATIONERY	0.36	0.13
POSTAGE, TELEGRAM & TELEPHONE	0.32	0.26
BANK COMMISSION	3.82	9.74
MISCELLANEOUS EXPENSES	6.47	6.52
BOARD MEETING EXPENSES	0.21	0.30
REMUNERATION TO AUDITOR'S	0.51	0.51
COST AUDIT FEES	0.18	0.18
VEHICLE RUNNING & MAINTENANCE	<u>23.32</u>	<u>17.91</u>
TOTAL	<u>164.07</u>	<u>115.54</u>

NOTES ON FINANCIAL STATEMENT:

30. Contingent Liabilities not provided for:

	As at 31.03.2023	As at 31.03.2022
(i) Guarantee given by Bank against which the Directors have given counter guarantees.	--	--
(ii) Letter Credit Outstanding	--	--
(iii) Other contingent liabilities		
(a) Claims against the company not acknowledged as debt	NIL	NIL
(b) Disputed Sales tax	7.51	11.30
(c) For Case filed by ROC u/s 134(5)(a)	5.00	5.00
(d) Disputed ESI	0.94	0.94
(iv) Commitments	NIL	NIL

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31. During the year 2018-19 the Company has filed REVISION PETITION UNDER SECTION 397 CRPC, 1973 AGAINST THE ORDER DATED 07.01.2019 PASSED IN COMPLAINT NO. 137/2018 filed by ROC against the Company, its Directors and KMP for committing offence under Section 134 (8) of The Companies Act, 2013 for violating the provisions of section 134(5)(a) of the Companies Act, 2013. The maximum penalty under this section can be Rs. 500000. No provision is considered necessary by the Management.

32. PAYMENT TO AUDITORS

(Amount in lacs)

	Current Year	Previous Year
(i) Audit Fees	0.18	0.18
(ii) Tax Audit	0.11	0.11
(iii) Reimbursement of Expenses	0.22	0.22

33. Employee Benefits:

(a) Defined Contribution Plans

The Company operates defined contribution retirement benefit plans for all qualifying employees. Contribution to provident fund and ESI of Rs. Lakhs (previous year Rs. Lakhs) is recognised as an expense and included in "Employee Benefit Expenses" in statement of profit and loss.

(b) Post employment Benefits :

(1) The Company has a defined benefit gratuity plan :

The company has defined benefit gratuity plan for its employees. It is governed by the Payment of Gratuity Act, 1972. Under the Act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. Vesting occurs upon completion of five years of service. The management of the company is responsible for the administration of the plan assets including investment of the funds in accordance with the norms prescribed by the Government of India.

(2) These plans typically expose the group to actuarial risks such as investment risk, interest rate risk and salary risk. Investment risk

The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Interest Risk : A decrease in the bond interest rate will increase the plan liability.

Salary Risk :

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, any variation in the expected rate of salary increase of the

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plan participants will change the plan liability.

(3) The principal assumptions used for the purposes of the actuarial valuations of gratuity are as follows.

S.No.	Particulars	As at 31.03.2023	As at 31.03.2022
1.	Discount rate	7.50%	7.25%
2.	Expected rate of salary increase	5.00%	5.00%
3.	Employee Attrition Rate	5.00%	5.00%
4.	Mortality rate	IALM2012-14	IALM2012-14

(4) Amount recognised in statement of profit and loss in respect of gratuity are as under.

Particulars	(Rs. In Lacs)	
	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Service Cost		
Current Service Cost	1.50	1.37
Other Adjustments*	(0.48)	(1.03)
Net interest expense	0.32	0.27
	1.34	0.61
Components of defined benefit costs recognised in profit or loss		
Remeasurement on the net defined benefit liability		
Return on plan assets (excluding amount included in net interest expense) Actuarial (gains) and loss arising form changes in financial assumptions	0.00 (0.11)	0.00 (0.09)
Actuarial (gains) and loss arising form experience adjustments	(0.37)	(0.94)
* Total	(0.48)	(1.03)

Movement in the defined benefit obligation in respect of gratuity :

Particulars	(Rs. In Lacs)	
	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Opening defined benefit obligation	4.40	3.79
Current Service Cost	1.50	1.37
Interest Cost	0.32	0.27
Other adjustments		
Actuarial (gains) and loss arising form changes in financial assumptions	(0.11)	(0.09)
Actuarial (gains)and loss arising form experience adjustments	(0.07)	(0.94)
Benefits Paid	0.00	0.00
Closing defined benefit obligation	5.74	4.40

(5) Sensitivity Analysis :

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Significant actuarial assumptions for the determination of defined obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Particulars	(Rs. In Lacs)	
	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Impact on Present Value of defined benefit obligation If Discount Rate increased by 1%	(0.53)	(0.43)
Impact on Present Value of defined benefit obligation If Discount Rate decreased by 1%	0.62	0.50
Impact on Present Value of defined benefit obligation If Salary Escalation Rate increased by 1%	0.63	0.51
Impact on Present Value of defined benefit obligation If Salary Escalation Rate decreased by 1%	(0.55)	(0.44)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

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

(c) Annual Long term employee benefits: Annual leave & Short term leave

There is no pending encashment of leave of employees at the end of year hence no provision is required. However, the company has made provisions in the books of accounts for gratuity on the basis of actuarial valuation as per Ind AS-19. Details of which are as under :

(Present value of employees benefits / obligations :Gratuity)

Particulars	As at 31.03.2023	As at 31.03.2022
Current Liabilities (Short Term)	0.42	0.32
Non-Current Liabilities (Long Term)	5.32	4.08
Total Liabilities	5.74	4.40

34. Provision for taxation if any for the current year has been made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961 and as per section 115 JB of the Income Tax Act, 1961. The Reconciliation of estimated income tax to income tax expenses is as below:

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(Rs. In Lacs)

S.No.	Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
A.	Profit before Tax as per standalone statement of profit and loss account	103.60	61.24
B.	Income Tax expenses calculated as per tax rates of income tax act of 26 % (March 31,2022 : 26%)	26.94	15.92
C.	Income tax / Deffered tax / debit /(credit) of earlier year /adjustment under Section 115 JB	(18.94)	(10.92)
D.	Tax expenses as reported	8.0	5.0

35. The Company has no amounts payable to Micro and Small Enterprises as defined in section 7(1) of the Micro, Small and Medium Enterprises Development Act, 2006, to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors. As at 31st March, 2023, The disclosures pursuant to the said MSMED Act are as follows:

S.No.	Particulars	31.03.2023	31.03.2022
A.	The principal amount remaining unpaid to any supplier at the end of the year	--	--
B.	Interest due remaining unpaid to any supplier at the end of the accounting year	--	--
C.	The amount of interest paid along with the amount of the payment made to the supplier beyond the appointed day	--	--
D.	The amount of interest due and payable for the year	--	--
E.	The amount of interest accrued and remaining unpaid at the end of each accounting year	--	--
F.	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	--	--

36. The Company has only one segment i.e., manufacturing of ERW steel tubes, therefore segment reporting as required under Ind-AS 108 is considered as not applicable.

37. RELATED PARTY TRANSACTIONS:

A) list of related parties where transactions have taken place:

S.NO	NAME OF RELATED PARTY	NATURE OF RELATIONSHIP
1.	Key Managerial Personnel a. Harish Chand Jain b. Pradeep Jain c. Vandana Kanwar d. Monika Soni	Managing Director Chief Financial Officer Company Secretary till 30 th Sep. 2022 Company Secretary w.e.f. 01 st October 2022

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2.	Non-Executive Non-Independent Director Mrs. Rajshree Jain	Non-Executive Non- Independent Director
3.	Other Directors a. Mahendra Kumar Jain b. Krishan Murari Gupta c.Chandra Prakash Khunteta	Non-Executive Independent Director Non-Executive Independent Directortill 25 th Nov. 2022 Non-Executive Independent Director w.e.f. 25 th Nov. 2022
4.	Relative of Key Managerial Personnel a. Mr. Saurabh Jain	Son of Managing Director
4.	Enterprises over which Key Managerial Personnel and relatives of such Personnel exercises significant influences.	a. Tridev Finance Company Limited

B) Transactions with related parties: -

(Amount in lacs)

Particulars	KMP	Relative Of KMP	Other Director (Non-Executive Independent Director)	Enterprises over which Key Managerial Personnel and relatives of such Personnel exercises significant influences.
Compensation paid to KMP:				
Salary Paid				
1. Harish Chand Jain	7.20 (7.20)			
2. Pradeep Jain	4.80 (4.80)			
3. VandanaKanwar	1.40 (1.32)			
4. Monika Soni	1.27 (----			
Compensation paid to Relative of KMP:				
Salary Paid:				
Saurabh Jain		4.80 (4.80)		
Sitting fees				
Harish Chand Jain	0.05 (0.08)			
Rajshree Jain			0.05 (0.08)	
Mahendra Kumar Jain			0.05 (0.08)	
Deepesh Jain			0.02 (0.05)	
Krishan Murari Gupta			0.05 (0.05)	

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Loans taken:				
Harish Chand Jain (Managing Director)	0.00 (83.73)			
Amount outstanding pertaining to related parties at the Balance Sheet Date:				
Investment in Equity Share 1. Tridev finance Co. Ltd.				5.45 5.45
Loans taken: Harish Chand Jain (Managing Director)	10.98 (77.60)			

*Figures in the bracket relates to previous year ended March 31, 2022.

38. The Managing Director has been paid Rs.720000/- (previous year RS.720000/-) as remuneration as per schedule V of the Companies Act, 2013. Computation of net profit for the purpose, of managerial remuneration in accordance with the Companies Act, 2013 has not been given as no commission by way of a percentage of profit is payable for the year under review.

39. Tax deducted at source on interest income included in other income is Nil, (previous year Rs. Nil.)

40. EARNINGS PER SHARE:

S.no.	Particulars	As on 31.03.2023	As on 31.03.2022
A.	Profit/(Loss) after tax: -Numerator	9559978	5623857
B.	Weighted average No. of equity shares: Denominator	4507800	4507800
C.	Nominal value of shares	10/-	10/-
D.	Earnings Per share (Basic & Diluted) (A/B)	2.12	1.25

41. ADDITIONAL INFORMATION:

A) Composition of Raw Materials Consumption:

(Amount in lacs)

Raw Material consumption	2022-23		2021-22	
	Value	Value	Value	Percentage
A) Raw Material consumption				
Imported	NIL	NIL	NIL	NIL
Indigenous	9502.44	100	5445.81	100

B) Value of Imports on CIF Basis:

Particulars	2022-23	2021-22
Raw Materials	NIL	NIL

C) Earning in Foreign Currency:

Particulars	2022-23	2021-22
F.O.B. Value of Export	NIL	NIL

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D) Expenditure in Foreign Currency (on payment basis):

Particulars	2022-23	2021-22
Expenditure in Foreign Currency (on payment basis):	NIL	NIL

42. Pursuant to Ind AS-37, Provisions, Contingent Liabilities and Contingent Assets, the disclosure relating to provisions made in the accounts for the year ended 31st March, 2023 is as follows:

(Amount in lacs)

Provision for Audit Fees

Particulars	2022-23	2021-22
Opening Balance	0.69	0.70
Additions	0.69	0.69
Payments	0.69	0.70
Reversals	0.00	0.00
Closing Balance	0.69	0.69

Provision for Gratuity

Particulars	2022-23	2021-22
Current		
Opening Balance	0.32	0.27
Additions	0.10	0.05
Payments	0.00	0.00
Reversals	0.00	0.00
Closing Balance	0.42	0.32

Non- Current

Opening Balance	4.08	3.51
Additions	1.24	0.57
Payments	0.00	0.00
Reversals	0.00	0.00
Closing Balance	5.32	4.08

43. STATEMENT OF MANAGEMENT

(A) The current assets, loans and advances are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary.

(B) Balance Sheet and Statement of Profit and Loss read together with Notes to the accounts thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true

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and fair view of the statement of affairs of the Company as at the end of the year and results of the Company for the year under review.

44. FINANCIAL RISK MANAGEMENT

Financial risk factors The Company's principal financial liabilities, other than derivatives, comprise borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company has loan and other receivables, trade and other receivables, and cash and short-term deposits that arise directly from its operations. The Company's activities expose it to a variety of financial risks:

(A) **Market Risk:-** Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments, and derivative financial instruments. Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Credit risk Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

(B) **Liquidity Risk:-** Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Company uses derivative financial instruments to hedge certain risk exposures. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes.

Risk management is carried out by the treasury department under policies approved by the board of directors. The treasury team identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The board provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, and credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

45. ADDITIONAL REGULATORY INFORMATION:

(i) There is no title deeds of immovable property which are not held in name of the company.

(ii) The company do not have any investment in property.

(iii) The Company has not revalued its Property, Plant and Equipment.

(iv) The company do not have any intangible assets.

(v) The company has not granted Loans or Advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

(vi) There is no capital work in progress undergoing in the company at the balance sheet date.

(vii) There is no Intangible assets under development.

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(viii) There is no benami property held by the company.

(ix) The company has borrowings from banks on the basis of security of current assets. Quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.

(x) The company has not been declared willful defaulter by any bank or financial institution.

(xi) The company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

(xii) There are no charges or satisfaction of charge which is yet to be registered with Registrar of Companies.

(xiii) The company has not subsidiary companies as at the balance sheet date.

(xiv) The Ratios :

Particulars	Numerator	Denominator	As at 31 March 2023	As at 31 March 2022	Variences
Current Ratio	Current Assets	Current Liabilities	1.29	1.34	--
Debt Equity Ratio	Total Debt	Shareholders' Equity	2.06	2.08	--
Debt Service Coverage Ratio	Earning Available for Debt Service	Debt Service	1.04	0.90	--
Return on Equity (ROE)	Net Profit After Tax	Average Shareholder's Equity	0.14	0.09	Due to increase in Profit
Inventory turnover Ratio	Turnover	Average Inventory	6.30	4.57	Due to increase in Turnover
Trade Receivable Turnover Ratio	Revenue	Average Trade Receivable	14.13	10.93	Due to increase in turnover
Trade Payable Turnover Ratio	Purchases of services and other expenses	Average Trade Payables	15.05	16.69	--
Net Capital Turnover Ratio	Revenue	Working Capital	16.91	8.59	Due to increase in Turnover
Net Profit ratio	Net profit	Revenue	0.01	0.01	--
Return on Capital Employed	Earning Before Interest and Taxes	Capital Employed	0.25	0.20	Due to increase in earnings and decrease in capital employed

****As there is no investment during current year, return on investment ratio is not shown.**

(xv) There is no scheme of arrangement approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

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(xvi) Information pursuant to clause no. xvi to additional regulatory information required under schedule III of companies act, 2013 regarding Utilization of Borrowed funds and share premium is nil or not applicable

46. Other notes:

- a) The Company do not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- b) The company is not covered under section 135 of companies act 2013. Hence no amount was spent on CSR activity.
- c) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

47. Notes 1 to 46 are annexed to and form an integral part of financial statements.

As per our Report of even date Attached

FOR GIRIRAJ & LOHIYA

CHARTERED ACCOUNTANTS

FRN-006031C

GIRIRAJ PRASAD

PARTNER

M.NO. 073380

UDIN:23073380BGXLZP3848

JAIPUR

27thMAY,2023

Sd/-

(HARISH CHAND JAIN)

MANAGING DIRECTOR

(DIN:01504391)

Sd/-

(RAJSHREE JAIN)

DIRECTOR

(DIN:06934858)

Sd/-

(PRADEEP JAIN)

CFO

Sd/-

(MONIKA SONI)

COMPANY SECRETARY

ICSI Membership No.: A65141