

**RADHA MADHAV CORPORATION LIMITED**

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**Annual Report 2022 - 2023**

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## DIRECTORS' REPORT

To,  
The Members,  
Radha Madhav Corporation Limited,

Dear Sir/Madam,

Your Director's have pleasure in presenting to you the Nineteenth (19<sup>th</sup>) Annual Report of the Company and the Audited Financial Statement for the year ended March 31, 2023.

### 1. OVERVIEW OF THE COMPANY (CORPORATE INSOLVENCY RESOLUTION PROCESS)

Mr. Harish Vedkumar Anand, Proprietor of Anand Enterprises filed an application against the company for initiation of CIRP. The application got admitted on October 22, 2020. Since then, the company is in control of the Resolution Professional.

Pursuant to the Insolvency Commencement Order and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

Provided that the role and responsibilities of the board of directors as specified under regulation 17 shall be fulfilled by the resolution professional.

Subsequently, Vama Construction filed Resolution Plan which was approved by Hon'ble NCLT vide order dated August 1, 2022.

The company is now in control of Vama Construction and its nominees.

National Company Law Tribunal has passed order dated August 1, 2022 that the resolution plan of Vama Constructions and its nominees stands allowed as per section 30(6) of IBC, 2016.

### 2. FINANCIAL RESULT

The Company's performance during the year ended March 31, 2023 as compare to the previous year, is summarized below:

(Rs. In million)

	2022-23	2021-2022
<b>Income from operations</b>		
(a) Revenue from operations	1.76	3.42
(b) Other Income	0.20	7.91
<b>Total income</b>	<b>1.96</b>	<b>11.33</b>
Less: Total expenses	250.43	18.06
<b>Profit before exceptional items and tax</b>	<b>(248.47)</b>	<b>(6.73)</b>
Less: Exceptional Items	-	-
<b>Profit before tax</b>	<b>(248.47)</b>	<b>(6.73)</b>
Less: Tax expenses	-	-
<b>Profit /(Loss) after tax</b>	<b>(248.47)</b>	<b>(6.73)</b>
Other Comprehensive income	-	-
<b>Total Comprehensive income for the year</b>	<b>(248.47)</b>	<b>(6.73)</b>

<b>Earnings Per Share (EPS)</b>		
(a) Basic	(18.60)	(0.07)
(b) Diluted	(18.60)	(0.07)

### 3. FINANCIAL SUMMARY

As per financial statement the Company earned a Total Income of Rs. 1.96 millions during the FY 2022-23, as compared to the Total Income of Rs. 11.33 millions during the previous FY 2021-22. The Company's Net loss for the Financial Year ended March 31, 2023 stood at Rs. (248.47) millions as against a Net loss of Rs. (6.73) millions in the previous year.

### 4. CHANGE IN NAME

The Board of Directors of the Company at their meeting held on December 8, 2023 passed a resolution to change the name of the Company from "**RADHA MADHAV CORPORATION LIMITED**" to "**TECSUS CONSUMER CORPORATION LIMITED**" which is subject to the approval of members in this AGM.

### 5. CHANGE IN NATURE OF BUSINESS

During the financial year there is no change in the nature of business.

### 6. TRANSFER TO RESERVES:

No amount was transferred to the reserves during the financial year ended March 31, 2023.

### 7. CHANGE IN THE SHARE CAPITAL:

During the year under review, as per resolution plan approved by Hon'ble NCLT vide its order dated August 1, 2022 there is change in the share capital of the company.

As per Para no 4.6.2 of resolution plan and para no. 24 of the Hon'ble NCLT order dated August 1, 2022 is reproduced herein below:

***".....the entire public paid up share capital of Radha Madhav Corporation Limited shall be reduced in the ratio of 100:1 and the promoters/promoter's group shareholding shall be extinguished. No amount shall be paid to any of the existing shareholders."***

The existing and revised paid up capital post reduction of the company is as follows:

<b>Paid up share Capital</b>	<b>Existing no. of shares</b>	<b>Revised no. of shares</b>	<b>Face value per Share</b>
Equity	9,12,95,775	6,85,134	10/-
<b>Total</b>	<b>9,12,95,775</b>	<b>6,85,134</b>	<b>10/-</b>

As per para 4.3.3 of the resolution plan and as per para 25 of the Hon'ble NCLT order dated August 1, 2022 is reproduced herein below:

***"The Resolution Applicant will induct an amount of Rs. 36,71,00,000/- to implement the Resolution Plan by way of equity, quasi equity/debt by the Resolution Applicant in tranches as may be warranted from time to time."***

Hence the company has allotted the following new equity Shares to the new promoters:

<b>No of shares allotted</b>	<b>Face value per share</b>
15,00,000	10/-
40,000	10/-

Shareholding pattern post allotment and cancellation of old shares are as follows (without partly paid shares):

Particulars	No of share allotted	Percentage of shareholding
Promoters	15,40,000	69.21%
Public	6,85,134	30.79%
<b>Total</b>	<b>22,25,134</b>	<b>100%</b>

Company has further allotted 1,11,70,000 partly paid up shares to one of the promoter. Shareholding pattern post allotment and cancellation of old shares are as follows (with partly paid shares):

Particulars	No of share allotted	Percentage of shareholding
Promoters	15,40,000	11.50%
Promoter ( <b>partly paid</b> )	1,11,70,000	83.39%
Public	6,85,134	5.11%
<b>Total</b>	<b>1,33,95,134</b>	<b>100%</b>

#### 8. DIVIDEND:

No Dividend was declared for the current financial year due to loss for the F.Y. 2022-23.

#### 9. PUBLIC DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 (the Act) and the Companies (Acceptance of Deposits) Rules, 2014.

#### 10. BUY-BACK / BONUS SHARES

The Company has neither bought back its shares nor has issued any Bonus shares during the year under review.

#### 11. ISSUE OF DEBENTURES, BONDS OR ANY NON-CONVERTIBLE SECURITIES

The Company has not issued any debenture, bonds or non-convertible securities.

#### 12. STATUTORY AUDITOR

M/s. Ajay Shobha & Co. (Firm Registration No. 317031E) were appointed as Statutory Auditor of the Company to hold office for a period of three years commencing from FY 2020-2021 till FY 2022-2023.

The Board of Directors of the Company ("the Board"), at its meeting held on 8<sup>th</sup> December, 2023 has, considering the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members the reappointment of **M/s. Ajay Shobha & Co., Chartered Accountants**, as Statutory Auditors of the Company. The said auditors were appointed for 3 years, now eligible for further reappointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 19th Annual General Meeting till the conclusion of the 24th Annual General Meeting to be held in the year 2028.

The Statutory Auditor have given a confirmation to the effect that they are eligible to continue with their reappointment and have not been disqualified in any manner from continuing as Statutory Auditor. The remuneration payable to the Statutory Auditor shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

**13. COST AUDITOR**

As the Central Government has not prescribed the maintenance of Cost Records Under Section 148 (1) of the Companies Act 2003, in respect of the Company's products, so Cost Audit does not apply to the Company.

**14. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT**

The Board of Directors at their meeting held May 26, 2023 approved the appointment of Nithish Bangera, COP-16069, ACS-12268, Proprietors of M/s NVB & Associates, Company Secretaries as the Secretarial Auditor of the Company for the Financial Year 2020-21, 2021-22 & 2022-2023. The Report of the Secretarial Auditor is annexed herewith as **Annexure VIII**

**15. INTERNAL AUDITOR**

The Board of Directors of the Company at their meeting held on May 26 , 2023 considered and approved the appointment of M/s. Urvish Dadhaniya & Co., Chartered Accountant (Registration No. 148901W), and Company, Chartered Accountant Firm as an Internal Auditor of the Company, for the Financial Year FY 2020-2021, 2021-2022, 2022-23 & 2023-24.

**16. COMMENTS ON AUDITORS REPORT:**

**I. Explanation on Statutory Auditors Report:**

The Statutory Auditors Report issued by M/s. Ajay Shobha & Co., Chartered Accountants on the financial statement for the current financial year contain following qualifications:

- a) The documentation in respect of specific policies and procedures and the IT Controls pertaining to internal financial controls over financial reporting are not adequate and needs to be further strengthened. A "material weakness" is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.*

Management reply: The Company is in the process of implementing adequate internal control process.

**II. Explanation on Secretarial Auditors Report:**

The Secretarial Audit Report issued by M/s. NVB & Associates, Practising Company Secretary, the financial year 2022-2023 contains any qualifications which are self-explanatory. The report is annexed herewith and forms part of this report.

**17. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

**18. MATERIAL CHANGES AFTER THE CLOSE OF THE FINANCIAL YEAR**

Changes subsequent to the financial years has been disclosed in the director report.

**19. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143**

There are no frauds reported by the Statutory Auditors of the Company under Section 143 (12).

**20. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Pursuant to the Insolvency Commencement Order and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional till July 2022.

Subsequent to financial year under review, there has been following changes in Directors / KMP of the company:

- a) Mr. Mitesh Anilkumar Agarwal (DIN: 00060296) has ceased to be Managing Director of the company w.e.f. September 29, 2022 due to disqualification.
- b) Mr. Abhishek Anilkumar Agarwal (DIN: 00071858) has ceased to be Managing Director of the company w.e.f. September 29, 2022 due to disqualification.
- c) Ms. Noopur Niteshwar Mishra (DIN: 07154885) has ceased to be Director of the company w.e.f. September 29, 2022 due to disqualification.
- d) Mr. Mangesh Gangaram Shetye (CS) has ceased to be Company Secretary of the company w.e.f. September 29, 2022 as the Company was admitted under CIRP.

Following Directors/KMP have been appointed pursuant to Insolvency Commencement Order:

- a) Mr. Nilamadhabasisa Das (DIN: 03531645) has appointed as Non-Executive and Non-Independent Director of the company w.e.f. September 29, 2022
- b) Mr. Vijay Patel (DIN: 07505750) has appointed as Non-Executive and Non-Independent Director of the company w.e.f. September 29, 2022
- c) Mr. Kamakhyaprasad Dala Behera (DIN: 09016020) has appointed as Non-Executive and Non-Independent Director of the company w.e.f. September 29, 2022
- d) Mr. Nitin Jain (DIN: 09833381) has appointed as Whole-time Director of the company w.e.f. December 26, 2022
- e) Mr. Nitin Jain has appointed as CFO of the company w.e.f. December 26, 2022
- f) Ms. Niharika Kanojiya (DIN: 09834562) has appointed as Non-Executive and Independent Director of the company w.e.f. December 26, 2022
- g) Imaran Khan (DIN: 09833446) has appointed as Non-Executive and Independent Director of the company w.e.f. December 26, 2022
- h) Mr. Rajesh Tharu has appointed as a Company Secretary of the company w.e.f. January 30, 2023.

**21. ANNUAL RETURN:**

The Annual Return for the financial year ended March 31, 2023 along with Notice of AGM is being uploaded on the website of the Company. The web link for the same is as under: [http://rmclindia.co.in/annual\\_report.html](http://rmclindia.co.in/annual_report.html)

**22. DETAILS OF SUBSIDIARIES:**

The Company does not have any subsidiary. However subsequent to the end of financial year, the Board of Directors of the company in its Board Meeting which is held on November 4, 2023 Approved Acquisition of Majority Stake in Phytoatomy Private Ltd. The Company acquired 90% stake in Phytoatomy Private Ltd.

**23. DETAILS OF ASSOCIATES:**

The Company does not have any Associates Company.

**24. ENERGY, TECHNOLOGY & FOREIGN EXCHANGE:**

The particulars as required under the provision of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of Conservation of Energy, Technology absorption and Foreign Exchange Earnings and Outgo etc. are furnished below:

➤ **Conservation of energy:**

Steps taken or impact on conservation of energy	<b>Energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in batch cycle time and improved operations.</b>
Steps taken by the company for utilizing alternate sources of energy	<b>None</b>
Capital investment on energy conservation equipment	<b>Nil</b>

➤ **Technology absorption:**

Efforts made towards technology absorption	<b>New technology absorption efforts are being made on continuous basis.</b>
Benefits derived like product improvement, cost reduction, product development or import substitution	<b>Product output Improvement.</b>
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
▪ Details of technology imported	<b>NA</b>
▪ Year of import	<b>NA</b>
▪ Whether the technology is fully absorbed	<b>NA</b>
▪ If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	<b>NA</b>
Expenditure incurred on Research and Development	<b>NIL</b>

➤ **Foreign exchange earnings and Outgo:**

<b>Particulars</b>	<b>31.03.2023</b>	<b>31.03.2022</b>
Actual Foreign Exchange earning	NIL	NIL
Actual Foreign Exchange Outgo	NIL	NIL

**25. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:**

The Company has established a vigil mechanism for Directors and Employees to report their genuine concerns in compliance with provision of section 177 (10) of Companies Act 2013 and Regulation 22 of SEBI (LODR) 2015.

The Resolution Professional oversees the functioning of this policy. Protected disclosures can be made by a whistle blower through several channels to report actual or suspected frauds and violation of Company's Code of Conduct and/or Ethics Policy.

The details of the policy have been disclosed on the Company's website at <http://rmclindia.co.in/downloadn/Vigil%20Mechanism%20Policy.pdf>

**26. CORPORATE SOCIAL RESPONSIBILITY:**

The company incurred losses during the previous financial year and therefore, the company is not required to comply with the provisions contained in sub-section (2) to (6) of the section 135 of the Companies Act, 2013.



The CSR committee has been formed and the policy on Corporate Social Responsibility is part of the website of the Company. The web link for the policy on Corporate Social Responsibility is as under: <http://rmclindia.co.in/downloadn/CSR%20Policy.pdf>

**27. RELATED PARTY TRANSACTION:**

Pursuant to the Insolvency Commencement Order, the company was admitted under CIRP on October 22, 2020 and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional.

Subsequently, Vama Construction filed Resolution Plan which was approved by Hon'ble NCLT vide order dated August 1, 2022. The company is now in control of Vama Construction and its nominees.

Related Party Transactions were entered during the year under review.

Pursuant to Section 188 (1) of the Act, particulars of contracts/arrangements entered into by the company with related parties is attached to the director report in Form AOC-2 is attached as **annexure I**

The policy on Related Party Transactions is part of the website of the Company. The web link for the policy on related party transaction is as under: <http://rmclindia.co.in/downloadn/fair%20policy%20on%20materiality%20of%20related%20party%20transaction.pdf>

**28. RISK MANAGEMENT POLICY:**

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

**29. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

Pursuant to the Insolvency Commencement Order dated October 22, 2020 and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional till July 2022.

Subsequently, Vama Construction filed Resolution Plan which was approved by Hon'ble NCLT vide order dated August 1, 2022.

The company is now in control of Vama Construction and its nominees.

The Company proactively keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry. Details of the Familiarization program for Independent Directors form part of the website of the Company. The web link of Familiarization program is as under: <http://rmclindia.co.in/downloadn/Familiarization%20Programme%20for%20Independent%20Directors.pdf>

**30. INDEPENDENT DIRECTOR MEETING:**

Pursuant to the Insolvency Commencement Order dated October 22, 2020 and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional till July 2022.

The Independent Directors of the Company meets once in every Financial Year without the presence of Executive Directors and Management of the Company. The role of the Independent Directors is as per the provisions of Companies Act, 2013 as well as the

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

**31. DECLARATION BY INDEPENDENT DIRECTOR**

Pursuant to the Insolvency Commencement Order dated October 22, 2020 and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional till July 2022.

Pursuant to Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Independent Directors of the Company have given the declaration to the Company that they qualify the criteria of independence as required under the Act.

**32. A STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR**

Pursuant to the Insolvency Commencement Order dated October 22, 2020 and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional till July 2022.

In the opinion of the board, the Independent Directors fulfill the conditions specified in SEBI (LODR) Regulations, 2015, and are independent of the management of the Company. The Independent Directors have complied with the code prescribed in schedule IV of the Companies Act, 2013.

**33. BOARD MEETINGS:**

Pursuant to the Insolvency Commencement Order dated October 22, 2020 and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional. Therefore, no Board Meetings held during the financial year under review till July 2022.

Subsequently, Vama Construction filed Resolution Plan which was approved by Hon'ble NCLT vide order dated August 1, 2022.

The company is now in control of Vama Construction and its nominees.

Date of Board Meetings after order dated August 1, 2022 were September 29, 2022, December 26, 2022 and January 30, 2023.

**34. ANNUAL EVALUATION BY THE BOARD:**

Pursuant to the Insolvency Commencement Order dated October 22, 2020 and in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested in and exercised by Resolution Professional till July 2022.

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee, including the Chairperson of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairperson and the Non Independent Directors was carried out by the