



RAJDHANI FLOUR MILLS LIMITED

Regd. Office: - B-30 Lawrence Road Industrial Area, New Delhi - 110035
CIN: U74889DL1993PLC053318

Notice

Notice is hereby given that the 31st Annual General Meeting of the members of **Rajdhani Flour Mills Ltd.** will be held on Monday, the 30th September, 2024 at 11:30 A.M. at the registered office of the company at B-30, Lawrence road industrial area, delhi-110035 through Video Conferencing/Other Audio-Visual Means (VC/OAVM) to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Accounts and Reports

To receive, consider and adopt the audited financial statement of the company for the financial year ending on 31st March 2024 together with Auditor's report and Directors' Report thereon.

2. Appointment of Director in the place of retiring Director

To appoint a director in place of Mrs. Shobhajan (DIN:0188081) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. APPROVAL OF RELATED PARTY TRANSACTION FOR THE FY 2024-25

To consider and if fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions and rules if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof) with the recommendation of Audit Committee and the Board, the consent, sanction, permission or approval as the case may be of the shareholders of the company be and is hereby accorded to the board of directors for the FY 2024-25 up to the maximum transaction amount to enter into any contract or arrangements with related parties as per details given here below with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for

purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or reimbursement of any transaction or any other transaction of whatever nature with related parties. Although such/these transactions have been/will be made on arms' length basis but as an abundant precaution, be and are hereby approved/ratified retrospectively for the FY 2024-25:-

S No.	Name of the Party and nature of relationship	Nature, Duration and particulars of the contractor arrangements (FY 2024-25)	Material terms of contract or arrangements including value (upto maximum) per year	Manner of determining the pricing and other commercial terms
1.	S.K. Jain (Director)	Rent on Leasing of Property	Rent up to a amount of Rs. 3,50,00,000/-	As Per Market Norms and Companies Act, 2013
2.	Shivam Steels Pvt. Ltd. (Director's concern)	Rent on Leasing of Property	Rent up to a amount of Rs. 80,00,000/-	As Per Market Norms and Companies Act, 2013
3.	Shreedayal Enterprises Pvt. Ltd. (Director's concern)	Purchase of besan and cattle feed and Sale of Chana Sattu etc.	Sale of Chana (Rs.4,00,00,00,000/-) and Purchase of besan and cattle feed (Rs. 150,00,00,000/-)	As Per Market Norms and Companies Act, 2013
4.	Swati Jain (Director's concern)	Appointed as VP Marketing (P & of Profit)	1,32,00,000/-	As Per Market Norms and Companies Act, 2013

4. RATIFICATION AND APPROVAL OF RELATED PARTY TRANSACTION OF RENT TO SHIVAM STEELS PVT. LTD. FOR THE YEAR ENDING 31ST MARCH 2024

To consider and if fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions and rules if any, of the Companies Act, 2013 (the Act) and, the ratification and approvals of the shareholders of the company be and is hereby accorded for the FY 2023-24 up to the maximum transaction amount to enter into any contractor arrangements with Shivam Steel Private Limited with respect to leasing of property, for Ruppes 80,00,000/-. Although such/these transactions have been made on arms' length basis but as an abundant precaution, be and are hereby approved and ratified retrospectively for the FY 2023-24.

5. ALTERATION OF MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, to append following sub clause(4) after sub clause(3) of clause III (A) of the Memorandum of Association of Company:

(4.) "To do research, development, and commercialization of renewable energy technologies (solar, wind, geothermal, etc.), manufacturing, distribution, and installation of renewable energy equipment, providing clean energy solutions to consumers and businesses, developing and promoting sustainable transportation solutions (electric vehicles, public transportation, etc.), acquiring, purchasing, leasing, and hiring vehicles of all kinds, promoting environmentally responsible practices etc."

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. Chetan Jain (DIN: 00166722), Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, NCT of Delhi and Haryana."

6. RE-APPOINTMENT OF SHRI SATENDER KUMAR JAIN (DIN-00166778) AS MANAGING DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 196,197,198 Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or amendments thereto for the time being in force), subject to such other appropriate approvals as may be required, if any, Shri Satender Kumar Jain who has attained the age of 78 years (DIN:- 00166778) and whose term of office as Managing Director will expire on March 31, 2025 be and is hereby re-appointed as Managing Director of the Company for a term of 3 (Three) years with effect from April 1, 2025 on the following terms and conditions:-

1. Period of appointment:- From April 1, 2025 to March 31, 2028.
2. Salary:- Rs. 25,00,000/- (Rupees Twenty Five Lakhs) Per Month w.e.f April 1, 2025 with such increment/s as the Board of Directors/ Committee may decide from time to time subject however to ceiling of Rs. 30,00,000/- (Rupees Thirty Lakhs) Per Month.

RESOLVED FURTHER THAT since Shri S.K. Jain has achieved the age of 78 years and being active possessing sound health, rich experience and expertise in this field hence his reappointment is being made through special resolution.

RESOLVED FURTHER THAT in addition to salary Shri Satender Kumar Jain shall also be entitled to the following.

- A. Gratuity & Bonus: as per Rules of the Company and subject to the applicable laws.
- B. Other allowances, benefits and facilities: as per Rules of the Company in force and / or as may be approved by the Board/Committee from time to time.
- C. Company maintained car/s with driver/s for official use.
- D. Provision for telephone /fax/ internet at residence for official use.
- E. Reimbursement of entertainment, travelling and all other expenses incurred in connection with the business of the Company.
- F. Leave Travel Expenses- Leave Travel Expenses of self and family in accordance with the Rules of the Company.
- G. Medical Expenses- Reimbursement of medical expenses (including insurance premium for medical and hospitalization policy, if any) for self and family at actual.
- H. Leave and encashment of Leave- As per Rules of the Company.
- I. Personal Accident Insurance- As per Rules of the Company.

Other Terms

- a) The Managing Director, subject to the applicable provisions of the Companies Act 2013, is also eligible for housing loan or other facilities as applicable in accordance with the Rules of the Company.
- b) The validity of prerequisites shall be evaluated as per Income-tax Rules, wherever applicable, and at cost in the absence of the any such Rule.

RESOLVED FURTHER THAT the Board of Directors / Nomination and Remuneration Committee be and are hereby also authorized to vary or modify the above terms including salary from time to time during the term of his appointment without any further reference to the Company in General Meeting, provided however that such variation is within the limits fixed aforesaid.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during his tenure as the Managing Director, the company shall pay to Shri Satender Kumar Jain the same salary and perquisites as mentioned here in above with power to increase the remuneration payable within the limits laid down in the Schedule V of the Act.

RESOLVED FURTHER THAT so long as Mr. Satender Kumar Jain functions as the Managing Director of the Company he shall not be liable to retire by rotation and shall not be paid any sitting fees for attending the meeting/s of the Board of Directors of the Company or any committee(s) thereof.

7. RE-APPOINTMENT OF SHRI CHETAN JAIN (DIN:00166722) AS WHOLE TIME DIRECTOR

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

RESOLVED THAT pursuant to the provisions of Sections 196,197,198 Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or amendments thereof for the time being in force), and subject to such other appropriate approvals as may be required, if any, Shri Chetan Jain (DIN:- 00166722), whose term of office as Whole Time Director will expire on March 31,2025, be and is hereby re-appointed as Whole Time Director of the Company for a term of 3 (Three) years with effect from April 1, 2025 on the following terms and conditions:-

1. Period of appointment:- From April 1, 2025 to March 31, 2028.
2. Salary:- Rs. 24,00,000/- (Rupees Twenty Four Lakhs) Per Month w.e.f. April 1, 2025 with such increment/s as the Board of Directors/ Committee may decide from time to time subject however to ceiling of Rs. 30,00,000/- (Rupees Thirty Lakhs) Per Month.

RESOLVED FURTHER THAT in addition to salary Shri Chetan Jain shall also be entitled to the following.

- A. Gratuity & Bonus: as per Rules of the Company and subject to the applicable laws.
- B. Other allowances, benefits and facilities: as per Rules of the Company in force and / or as may be approved by the Board from time to time.
- C. Company maintained car/s with driver/s for official use.
- D. Provision for telephone /fax/ internet at residence for official use.
- E. Reimbursement of entertainment, travelling and all other expenses incurred in connection with the business of the Company.
- F. Leave Travel Expenses- Leave Travel Expenses of self and family in accordance with the Rules of the Company.
- G. Medical Expenses- Reimbursement of medical expenses (including insurance premium for medical and hospitalization policy, if any) for self and family at actual.
- H. Leave and encashment of Leave- As per Rules of the Company.

1. Personal Accident Insurance- As per Rules of the Company.

Other Terms

- a) The Whole time Director, subject to the applicable provisions of the Companies Act 2013, is also eligible for housing loan or other facilities as applicable in accordance with the Rules of the Company.
- b) The value of perquisites shall be evaluated as per Income-tax Rules, wherever applicable, and at cost in the absence of the any such Rule.

RESOLVED FURTHER THAT the Board of Directors / Nomination and Remuneration Committee be and are hereby also authorized to vary or modify the above terms including salary from time to time during the term of his appointment without any further reference to the Company in General Meeting, provided however that such variation is within the limits fixed aforesaid.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during his tenure as the Whole Time Director, the company shall pay to Shri Chetan Jain the same salary and perquisites as mentioned here in above with power to increase the remuneration payable within the limits laid down in the Schedule V of the Act.

RESOLVED FURTHER THAT so long as Mr. Chetan Jain functions as the Whole Time Director of the Company he shall not be liable for any remuneration and shall not be paid any sitting fees for attending the meeting/s of the Board of Directors of the Company or any committee(s) thereof.

By order of the Board
For Rajhani Flour Mills Ltd.

SD/-

Satender Kumar Jain
Managing Director
DIN:00100778

Date: 2nd September, 2024

Notes:

1. Particulars of retiring director is given below.
2. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of the Special business set out as items of the accompanying notice is annexed herewith.
3. The register of members, register of related party transactions and share transfer books of the company shall remain open during business hours till AGM date.
4. In view of the circular dated 25th September 2023 of the Ministry of Corporate Affairs, Government of India ("MCA"), have allowed companies to conduct Shareholders Meetings ("EGM/AGM") through VC/ QAVM without the physical presence of Members on or before 30th September 2024.
5. In terms of the said MCA Circulars, physical attendance of Members at the AGM and appointment of proxies has been dispensed with. Accordingly, the Attendance Slip, Proxy Form and Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, the Members may be allowed for the purpose of casting vote through, participation in the 31st AGM through VC/QAVM.
6. Attendance of the Members participating in the 31st AGM through VC/QAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Since e voting is not available as the number of shareholders are below 1000. Voting shall be considered by voice or show of hands as per section 107 of Companies Act, 2013.
8. Shareholders who have any query regarding accounts and related matters, they may be sent on the email id info@rajdhambes.in well in advance, so that same may be addressed/replied to them before them meeting to avoid any disturbance during the meeting. However, any questions raised thereafter will be replied to them directly on their registered email ids after the meeting.
9. Details of Meeting through VC/OAVM

Agenda: Rajdhani Flour Mills Limited - AGM

Time: Sep 30, 2024 11:30 AM India

Join Zoom Meeting

<https://us03web.zoom.us/j/85730925254?pwd=QryjKNRaOd6E8hgJhOCA6XUZBgYDz.1>

Meeting ID: 857 3092 5254

Passcode: 3 Hpk aP

10. Please take note of the following instructions for joining the Annual General Meeting (AGM) via Zoom:

- a) Zoom Link: You will receive an email containing the Zoom link for the AGM. Ensure you register your attendance.
- b) Zoom Installation: If you do not have Zoom installed, please download and install it from the Zoom Download Center.
- c) Joining the Meeting: Direct Link: Click on the Zoom link provided in the email to join the meeting directly.
- d) Manual Entry: Open the Zoom app, select "Join a Meeting," and enter the Meeting ID and Passcode from the email.
- e) Audio and Video Setup: Test your microphone and camera before the meeting. You can do this in the Zoom app settings. Upon joining, select "Join with Computer Audio" when prompted.
- f) Meeting Participation: Mute/Unmute: Use the microphone icon to control your audio. Use the "Raise Hand" feature if you wish to speak.

PARTICULARS OF RETIRING DIRECTOR
MRS. Shobha Jain

Name of the Director	Mrs. Shobha Jain
DIN	0016081
Designation	Non-Executive Director
Age	71 years
Nationality	Indian
Qualifications	Graduate
Experience / Profile	17 years of experience in milling industry
Terms and Conditions of appointment / re-appointment	Retirement by rotation and offers for re-appointment.
Date of first appointment on the Board	21 August 2008
Shareholding in the Company	330800 shares (16.51%)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Wife of Shri S.K. Jain Mother of Shri Chetan Jain
Other Directorships	Shreedoyal Enterprises Private Limited
Membership / Chairmanship of Committees of other Boards	Member of Nomination and Remuneration Committee

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM No.3

According to Sections 188 of the Companies Act, 2013, except with the consent of the Board of Directors of a company given by an resolution at the meeting of the board and subject to such other conditions as may be prescribed, no company shall enter into any contract or arrangement with a related party with respect to:-

- a) sale, purchase or supply of any goods or materials;
- b) selling or otherwise disposing of, or buying, property of any kind;
- c) leasing of property of any kind;
- d) availing or rendering of any services,
- e) appointment of any agent for purchase or sale of goods, materials, services or property.
- (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- (g) underwriting the subscription of any securities or derivatives thereof, of the company;

Moreover, the arrangements or contracts are at arms' length, the Board of Directors of the company on the recommendation of the Audit Committee, at their meeting held on 2nd September, 2024, had approved the related party transactions of the company, subject to approval of shareholders by way of an Ordinary Resolution for the contracts given in item no. 3 for the FY 2024-25.

The Board of Directors recommends their resolution at Item Nos.3 for your approval by way of Ordinary Resolution.

ITEM No.4

The Chairman explained the members that Rajdhani Flour Mills Limited (RFML) has been expanding its product offerings over the past two years. To address this growth, RFML initially took on lease the basement of a building owned by Shivam Steeds Pvt. Ltd (SSPL) at 1914 & 1914-A at Rai, Sonpat, Haryana for storage for Rupees 18,000 per month. Subsequently SSPL completed the entire building and we eventually took on rent the entire building, with the monthly rent increasing from ₹.18,000 to ₹500,000 per month w.e.f. 1st April 2023 which aligns with the prevailing market rate for similar properties in Rai, Sonpat Haryana.

The transactions referred to in the said resolution are leasing of property in which directors are directly or indirectly interested.

Moreover, the arrangements or contracts are at arms' length basis, the Board of Directors of the company on the recommendation of the Audit Committee, at their meeting held on 11th March 2024, had approved the related party transactions of the company, subject to approval of shareholders by way of an Ordinary Resolution for the contracts given in item no. 4 for the FY 2023-24.

The Board of Directors recommends their resolution at Item Nos. 4 for your approval by way of Ordinary Resolution.

Item No.5

This notice proposes an alteration to the Company's Memorandum of Association (MoA) specifically to its main object clause.

Reason for Alteration:

The Company seeks to expand its business operations to include activities related to the development and utilization of renewable energy solutions which can be easily combined with the existing business of the company.

Details of the Proposed Alteration:

The resolution proposes to add an new sub-clause (4) under Clause III (A) of the MoA. This new sub-clause will explicitly authorize the Company to engage in the following activities:

(4.) "To do research, development, and commercialization of renewable energy technologies (solar, wind, geothermal, etc.), manufacturing, distribution, and installation of renewable energy equipment, providing clean energy solutions to consumers and businesses, developing and promoting sustainable transportation solutions (electric vehicles, public transportation, etc.), acquiring, purchasing, leasing, and hiring vehicles of all kinds, promoting environmentally responsible practices etc."

Hence, the board recommends the addition of object in the MOA as set out in the resolution at Item No. 5 of this Notice for your approval by way of **Special Resolution**.

Item No. 6

Section 196(3) of the Companies Act, 2013 inter alia, provides that no company shall continue the employment of a person who has attained the age of seventy years, as Managing Director, Whole-time Director or Manager unless it is approved by the members by passing a special resolution.

Shri Satender Kumar Jain (DIN-00188778) who has attained the age of 78 years. The present term of his appointment (i.e. April 1, 2022 to March 31, 2025) of as Managing Director will expire on March 31, 2025. He possesses sound health, rich experience and expertise in this field besides the company has made tremendous growth under his guidance, control and supervision. It is expected that the company will achieve higher milestone if he continues as Managing Director of the company. Hence pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions. If any, of the Companies Act, 2013, and on recommendation of the Board of Directors (the "Board") his re-appointment as Managing Director for a further period of 3 (Three) years w.e.f. April 1, 2025 to March 31, 2028, on the terms and conditions as specified in the Resolution will have to be approved by the Shareholders.

Shri Satender Kumar Jain has intimated to the Company that he is not disqualified from being appointed as Managing Director in terms of Section 164 of the Act and also given his consent to act as Managing Director. The Nomination and Remuneration Committee has recommended his re-appointment as Managing Director for a term of 3 (Three) consecutive years (i.e. up to March 31, 2028).

As required under Schedule V Part-II Section- I A statement forming a part of the notice convening the general meeting referred to in clause (ii) the following information is hereby given to the shareholders, namely:-

A) GENERAL INFORMATION

- | | |
|--|--|
| i) Name/Nature of industry: | Rajdhani Flour Mills limited, (Flour Mill) |
| ii) Date or expected date of Commencement of production
In case of new companies,
Expected date of commencement
Of activities as per approved by
Financial institutions appearing in the Prospectus. | The company commenced commercial
Production in-2001
Not applicable |
| iii) Financial performance based on given indicators:- | |

(i) Financial performance based on given indicators:-	(In Rs.)
Financial Parameters	Year Ended 2024
Sales	18,75,25,06,435
Other Income	1,03,81,205
Profit/ (Loss) before Interest, depreciation & Income Tax	48,15,91,005
Interest & Finance Charges	87,00,259
Depreciation	5,96,77,213
Profit/ (Loss) Items for the year before	31,45,74,558
ExtraOrdinary Items & Provision of Tax	10,05,72,076
Profit/ (Loss) for the year carried to Balance Sheet	31,45,74,558

iv) Foreign investments or collaborations, if any Not Applicable

B) INFORMATION ABOUT THE APPOINTEE

- i) **Background Details-** Sh. Satender Kumar Jain (DIN-00188778) Age- 76 years is B.Sc. (Chemistry) (Hons.) from Delhi University. He has more than 46 years of business experience in Agro Food based Industry. Besides, he is associated with various social and commercial organizations.
- ii) **Past Remuneration -** Shri Satender Kumar Jain has been at the helm of affairs of the Company and on the Board of the company since its incorporation. During his present term as Managing Director, he is drawing Rs.24,00,000/- p.m. as remuneration besides, other perquisites and benefits as permitted by the Central Government. He has attended all the Board meetings held during the financial year 2023-24.
- iii) **Recognition or Awards -**
Under his dynamic leadership and guidance, the Company grew tremendously and achieved many milestones such as under:
 - a) The Company becoming one of the best Food Companies in organized sector in India.
 - b) As on March 31, 2024, the turnover and net profitability of the Company grew to Rs.18,75,25,06,435 Lakhs and Rs. 31,45,74,558 Lakhs respectively.
 - c) Under his guidance, the company became ISO Certified 2000: 2005.
 - d) He has obtained several other recognitions i.e. as a member of Lions Club, Mahavir International Charitable Trust which is running as a full-fledged Eye Hospital, He had been the President of DAL BESAN ASSOCIATION of India
- iv) **Job Profile and his Suitability-** He setup this industry about 48 years ago and the organization became a Limited Company in the year 1993. Since then the company has been progressing tremendously. He was appointed the Managing Director in 2006 and was reappointed in 2011, 2016, 2019 and 2022. Thus, he has vast experience in the area of administration, production, marketing, operation and technical aspects of the company's business. He is Chemistry (Hons.) graduate from reputed University of Delhi besides possessing intricacies of the business. Has been handling industry successfully for more than four decades.

The present term of appointment (i.e. April 1, 2022 to March 31, 2025) of Shri Satender Kumar Jain (DIN-00188778) as Managing Director will expire on March 31, 2025. Pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions. If any, of the Companies Act, 2013, the Board of Directors (the "Board") upon the recommendation of the Nomination and Remuneration Committee, recommended his re-appointment as Managing Director for a further period of 3 (Three) years w.e.f. April 1, 2025 to March 31, 2028, on the terms and conditions as specified in the Resolution.

- v) **Remuneration Proposed -** The details of proposed remuneration are given Item no. 8 of this notice.

- v) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.e.f. the country of his origin) –
In the similar size of food industry, the remuneration is ranging between Rs. 150 to 300 Lacs p.a.
- vi) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any – The company is a closely held company wherein Sh. Satender Kumar Jain along with his family members or relatives etc. holds the controlling authority. Besides, his wife, son and daughter-in-law are the shareholders as well as Director and Whole Time Director respectively of the company. In addition to this, he does not hold any pecuniary relationship with the company.

C) OTHER INFORMATION

- vii) Reason for loss or inadequate profits – The Company has been continuously earning profits for the last more than a decade but profits are inadequate, in pursuance of section 198 of the Companies Act 2013.
- viii) Steps taken or proposed to be taken for improvements – Although, the company has been earning profits but still there is a continuous effort for increasing the production, profitability and expanding the business opportunities, As a step towards expansion, the company has set up a new plant at Rai, Distt. Sonapat, Haryana which has already commenced commercial production and the Company is also planning to do business in green energy like solar, wind and electricity.
- ix) Expected increase in productivity and profits in measurable terms – The company expects to increase the production / sales taget to Rs. 3000 Crores appx. by March, 2028. Further, efforts will also be made for increasing the operational profit proportionately.

Keeping in view that Shri Satender Kumar Jain has rich and varied experience in the industry and has been engaged in the operations of the Company right from its inception, it would be in the best interest of the Company to continue to avail of his rich business acumen, enthusiasm and expertise. Hence, the Board recommends the re-appointment of Shri Satender Kumar Jain as Managing Director on the terms and conditions as set out in the resolution at Item NO. 6 of this Notice for your approval by way of **Special Resolution**.

D) Memorandum of concern or interest:

Except Shri Chetan Jain, Smt. Shobha Jain and Smt. Swati Jain being son, wife and daughter-in-law of Shri Satender Kumar Jain respectively and their relatives, to the extent of their shareholdings interest, if any, in the company, none of the other Directors and Key managerial Personnel of the Company and their relatives, in any way, concerned or interested in and ally or otherwise in the resolution set out at Item NO. 6 of this Notice.

Item No.7

The present term of appointment (i.e. April 1, 2022 to March 31, 2025) of Shri Chetan Jain as Whole Time Director will expire on March 31, 2025. Pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors (the "Board") upon the recommendation of the Nomination and Remuneration Committee, recommended his re-appointment as Whole Time Director for a further period of 3 (Three) years w.e.f. April 1, 2025 to March 31, 2028, on the terms and conditions as specified in the Resolution set out at Item No. 7.

Shri Chetan Jain has intimated to the Company that he is not disqualified from being appointed as Whole Time Director in terms of Section 164 of the Act and also given his consent to act as Whole Time Director. The Nomination and Remuneration Committee has recommended his re-appointment as an Whole Time Director for a term of 3 (Three) consecutive years i.e. up to March 31, 2028.

As required under Schedule V Part-II Section- II A statement forming a part of the notice convening the general meeting referred to in clause (iii) the following information is hereby given to the shareholders, namely:-

A) GENERAL INFORMATION

- (i) Name/Nature of industry: Rajhani Flour Mills Limited, (Flour Mill)
- (ii) Date or expected date of Commencement of production: The company commenced commercial Production in-2001
- (iii) In case of new companies, Expected date of commencement Of activities as per approved by Financial institutions appearing in the Prospectus: Not applicable

(iv) Financial performance based on given indicators:-

(i) Financial performance based on given indicators:-	(In Rs.)
Financial Parameters	Year Ended 2024
Sales	18,75,25,06,435
Other Income	1,03,81,206
Profit/(Loss) before Interest, depreciation & Income Tax	48,15,91,006
Interest & Finance Charges	67,66,559
Depreciation	5,96,77,213
Profit/(Loss) Items for the year before	31,45,74,558
ExtraOrdinary Items & Provision of Tax	10,05,72,676
Profit/(Loss) for the year carried to Balance Sheet	31,45,74,558

- (v) Foreign investments or collaborations, if any: Not Applicable

B) INFORMATION ABOUT THE APPOINTEE

- (i) **Background Details**– Shri Chetan Jain aged 43 years holds a Bachelor’s degree in Economics (Hons.) from the University of Delhi, and M.A. in Economics, from Delhi School of Economics, New Delhi. He is a Gold Medalist. He worked with American Express Bank for four years. After that he joined the company. He has more than 20 years of experience in the Food industry. He has been on the Board of the Company for the last seventeen years.
- (ii) **Past Remuneration** – During his present term as Whole Time Director, he is drawing Rs.21,00,000/- p.m. as remuneration besides other perquisites and benefits as permitted by the Central Government. He has attended all the Board meetings held during the financial year 2023-24.
- (iii) **Recognition or Awards** – Under his dynamic leadership and guidance, the Company grew tremendously and achieved many milestones such as under:
 - a) The Company becoming one of the best Food Companies in organized sector in India.
 - b) As on March 31, 2024, the turnover and net profitability of the Company grew to Rs. 18,75,25,06,435 Lakhs and Rs. 31,45,74,558 Lakhs respectively.
 - c) Under his guidance, the company is awarded 1,085 Rail Green Points by Indian Railways and contributes to the national vision of a Clean & Green India by reducing carbon emissions.
- (iv) **Job Profile and his Suitability**– Shri Chetan Jain holds a Bachelor’s degree in Economics (Hons.) from the University of Delhi, and M.A. in Economics, from Delhi School of Economics, New Delhi. He is a Gold Medalist. He worked with American Express Bank for four years. Thereafter he joined the company. He has more than 20 years of experience in the Food industry. He has been on the Board of the Company for the last twenty years.

He has vast experience in the area of administration, production, marketing, operation and technical aspects of the company's business.

- v) **Remuneration Proposed** – The details of proposed remuneration are given Item no. 7 of this notice.
- vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person** (in case of expatriates their relevant details would be w.r.f. the country of his origin) – In the similar size of food industry, the remuneration of such person is ranging between Rs. 150 to 300 Lakh p.a.
- vii) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any** – The company is a closely held company wherein Sh. Chetan Jain along with his family members or relatives etc. holds the controlling authority. Besides, his father, mother and wife are the Managing Director and Director and shareholders respectively of the company. In addition to this, he does not hold any pecuniary relationship with the company.

C) OTHER INFORMATION

- viii) **Reason for loss or inadequate profits** – The company has been continuously earning profits for the last more than a decade but profits are inadequate in pursuance of section 198 of Companies Act 2013.
- ix) **Steps taken or proposed to be taken for improvements** – Although, the company has been earning profits but still there is a continuous efforts for increasing the production, profitability and expanding the business opportunities. As a step towards expansion, the company has set up a new plant at Rai, Distt. Sonapat, Haryana which has already commenced commercial production and the Company is also planning to do business in green energy like solar, wind and electricity.
- x) **Expected increase in productivity and profits in measurable terms** – The company expects to increase the production / sales target to Rs. 3000 Crores approx by March, 2028. Further, efforts will also be made for increasing the operational profit proportionately.

Keeping in view that Shri Chetan Jain has rich and varied experience in the industry and has been engaged in the operations of the Company for a couple of years, it would be in the best interest of the Company to continue to avail his knowledge, expertise and business acumen. Hence, the board recommends the re-appointment of Shri Chetan Jain as Whole Time Director on the terms and conditions as set out in the resolution at Item No. 7 of this Notice for your approval by way of Special Resolution.

D) Memorandum of concern or interest:

Except Shri Satender Kumar Jain, Smt. Shobha Jain and Swati Jain being Father, mother and wife respectively of Shri Chetan Jain and their relatives, to the extent of their shareholdings interest, if any, in the company, none of the other Directors and Key managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the resolution set out at Item NO. 7 of this Notice.



RAJDHANI FLOUR MILLS LIMITED

Regd. Office: - B-30 Lawrence Road Industrial Area, New Delhi - 110033

CIN: U74 899DL1998 PLC033316

● Chairman's Message



Dear Members,

I have pleasure in presenting the 31st Annual Report together with the Audited Statement of Accounts of your company for the financial Year ended March 31, 2024.

We are proud that the company has achieved revenues during the year of Rs. 187 52.5 Lacs and a profit of Rs. 3146 lacs. The company intends to increase its production and sales by at least 20% in the next financial year. The Company has modernised one of its Delhi based units and installed a fully automatic plant imported from Buhler (Switzerland) for Besan manufacturing and packaging, where there is zero human intervention and the whole plant is run on a PLC system.

The company also launched a range of new products such as Murruma, Jaggery, Peanuts during the year to further increase the basket of products. These products have been well received by the consumers and have increased the margins of our distributorsthus increasing our wallet share of their business.

Rajdhani has a wide distributor and wholesalers' network in Assam, Bihar, Delhi, Haryana, Himachal Pradesh, Jharkhand, Jammu & Kashmir, Nagaland, Punjab, Rajasthan, Uttarakhand, Uttar Pradesh, West Bengal (in alphabetical order). We are also slowly penetrating newer geographies using the new D2C platform offered by Zepto, Blinkit etc.

Company's presence is there in most Modern Retail chains like Reliance, CP Wholesale (Lot's), Metro Cash & Carry etc. and on e-commerce sites like Amazon & Flipkart. But the latest format on which our business has really taken off is the Quick Commerce space. Players like Zomato-owned Blinkit, Swiggy-owned Instamart and Zepto are challenging the traditional retail concepts and are showing high double digit growth.

We also export our products to the international markets of Africa, Australia, Hong Kong, Korea, UAE, North America amongst others.

The use of the latest technology is instrumental at Rajdhani. To list a few, we have our Pre-cleaners & graders from Westrup (Denmark), De-stoners & Color Sorters from Buhler (Switzerland), Grain Dryers from Suncare (Taiwan), Grain Storage Silos from Chief Inc. (USA).

We are extremely proud of our growth story. We started with a small production capacity of 10 TPD (Metric Tons per Day) and now we are producing over 1000 TPD. Our sales have grown manifold and have been over 1500 Crores over the past few years.

Welfare of Employees

The company realises that our employees are as important for our growth as our customers, and taking good care of their needs and aspirations is important. With rising healthcare costs, the company has decided to enhance the scope and coverage of its Medical insurance policy, by increasing the amount, adding family members and also adding maternity benefits. Further the management also announced a policy for financial assistance for its employees at the time of their own marriage or that of their sisters and daughters. Also in line with the government's Beti Bachao, Beti Padhao initiative, the management has decided to sponsor the education expenses of the girl child of our employees.

Outlook

Looking ahead, we are optimistic about the future of Rajdhani Flour Mills Limited. We are soon launching new products in millets and roasted food category, both of which are in the health foods space. We will further fortify our portfolio of health foods with gaining healthier alternatives to other staple food items.

We believe that our strong foundation, experienced team, and innovative approach will enable us to capitalise on emerging opportunities and deliver sustainable growth.

I would like to express my sincere gratitude to our employees, customers, suppliers, and business partners for their continued support and dedication as well as the state and central government. Their contributions have been instrumental in our success.

Thank you ,

Sd/.

[Satender Kumar Jain]
Chairman

DIRECTORS' REPORT

● Financial Year 2023-24

Dear Members,

Your directors have pleasure in presenting the 31st Annual Report together with the Audited Statement of Accounts of your Company for the financial Year ended March 31, 2024.

● Financial Summary:

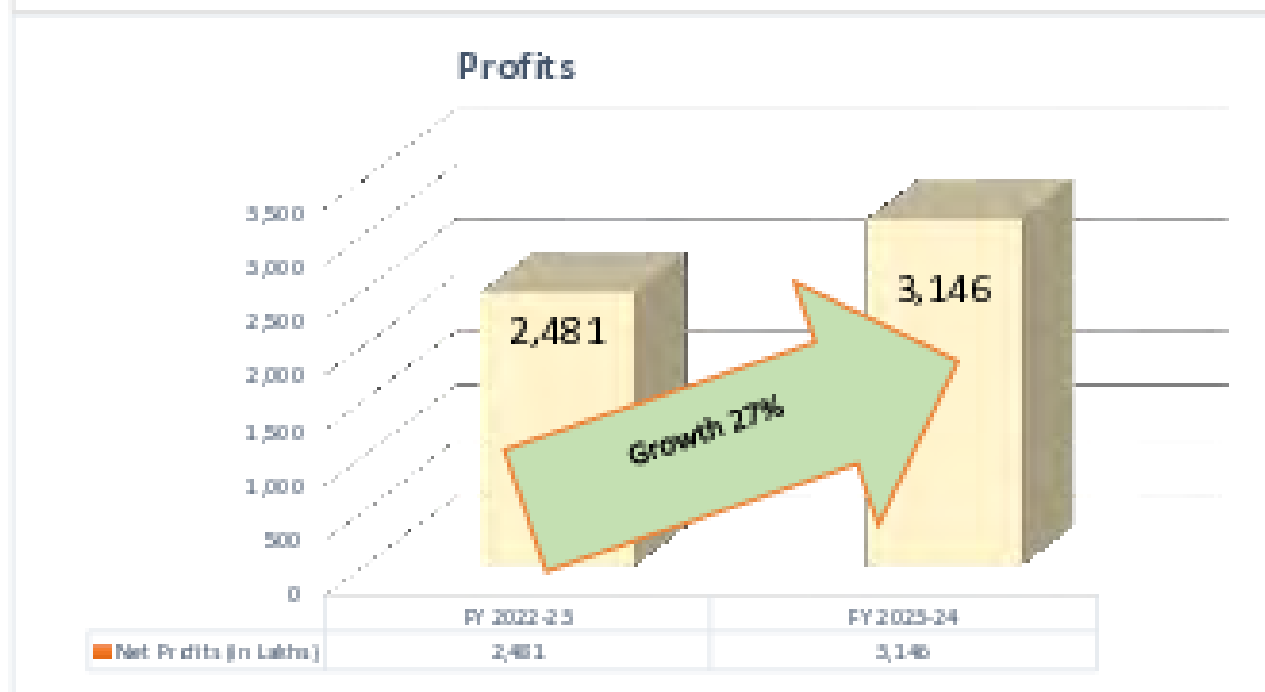
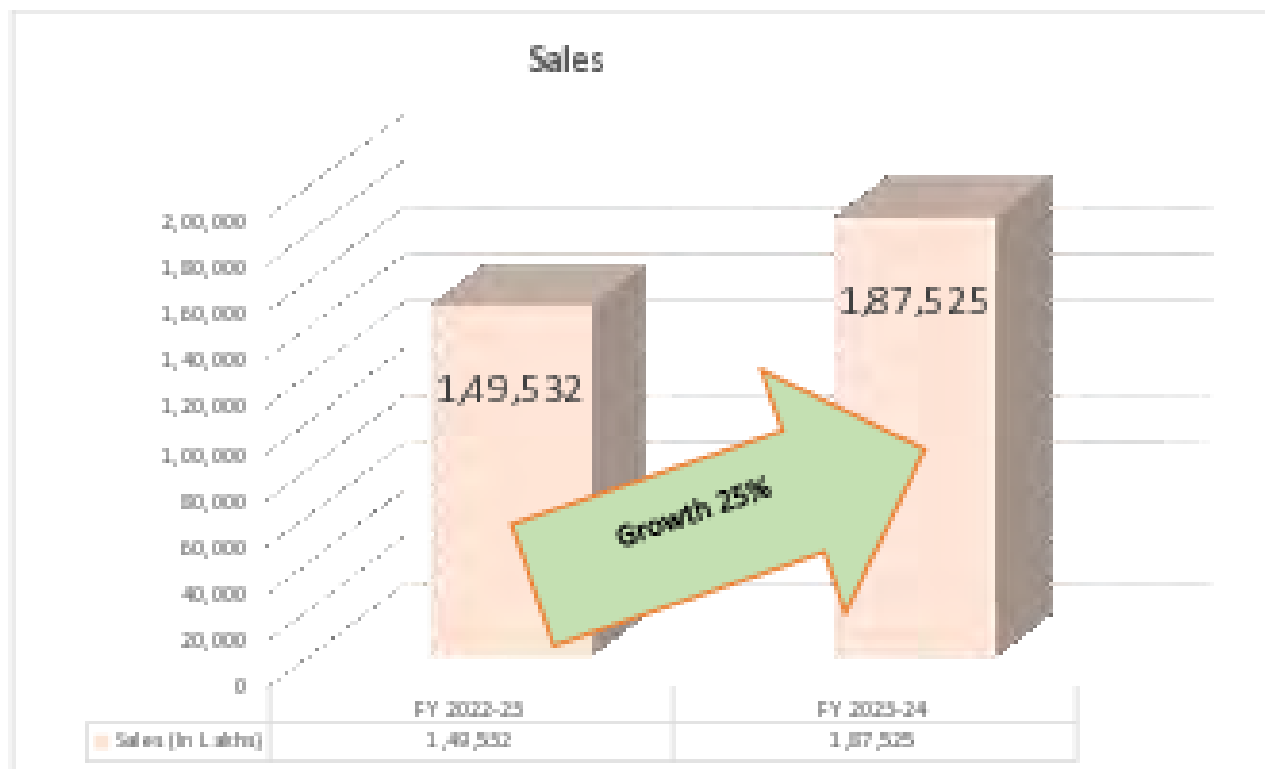
The Company's financial performance for the financial year ended March 31, 2024:

Particulars	(Rs. in lacs except earnings per share)	
	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from Operations	187525.05	149531.92
Other Income	103.81	36.59
Total Revenue	187628.87	149568.51
Profit before Tax	41514.7	3359.82
Less: Tax Expense	1005.72	878.70
Net Profit after Tax	3145.75	2481.12
<u>Earnings per Share:</u>		
Basic	157.20	123.99
Diluted	157.20	123.99

● Overview of business & financial performance

The Company deals in the manufacturing of Besan, Dal, Roasted Chana, Sattu and Cattle Feed. Also, the Company is doing processing, trading and marketing of Makhana, Sabudana, and Breakfast cereals like Oats, Choco flakes, Corn Flakes. The registered office of the Company is situated at B-30 Lawrence Road Industrial Area, Delhi and the Primary Unit is at 2248-2250, HSIIDC Rai Industrial Area, Sonapat, Haryana.

The total revenue during the year is Rs. 187525 lacs compared to Rs. 149532 Lacs during the previous year resulting in an increase of 25%. The profit before tax interest and depreciation is Rs. 4816 Lacs as compared to Rs. Rs. 3885 lacs during the previous year resulting in an increase of 24%. The net profit during the year is Rs. 3146 Lacs (Previous year Rs. 2481 Lac) showing an increase of 27%.



Your directors are hopeful of a brighter current financial year.

- **Audit Committee**

The board of directors has already constituted an Audit Committee in compliance with section 177 of the Companies Act, 2013. The audit committee of the Board comprises of three members, namely, Shri Umesh Chandra, Shri Pradeep Kumar Jain and Shri Satender Kumar Jain. Except Shri Satender Kumar Jain, the other directors are independent directors. Shri Umesh Chandra, an independent director, is the chairman of the Audit Committee.

● Nomination and Remuneration Committee

The board of directors has already constituted a Nomination and Remuneration Committee in compliance with section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee of the Board comprises of three members, namely, Shri Umesh Chandra, Shri Pradeep Kumar Jain and Smt. Shobha Jain. Except Smt. Shobha Jain, the other directors are independent directors. Shri Umesh Chandra, an independent director, is the chairman of the Nomination and Remuneration Committee.

● Corporate social responsibility (CSR) Committee

The provisions of CSR apply to the company and in consequence to that company has already constituted a CSR Committee and formed a CSR policy and in compliance with section 135 of the Companies Act, 2013. The CSR committee of the Board comprises of three directors, namely, Shri Umesh Chandra, Shri Chetan Jain and Shri Satender Kumar Jain. Shri Umesh Chandra, an independent director, is the chairman of the CSR Committee.

● Statutory Auditors

Pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or amendment thereof for the time being in force) M/s ASAP & Associates LLP, Chartered Accountants, 1, Temple Complex, Tilak Bridge, New Delhi 110001 (FRN 005713N), was appointed as the Statutory Auditors of the Company for a period of consecutive 5 years commencing from the conclusion of the Annual General Meeting held in the year 2022 till the conclusion of Annual General Meeting to be held in the calendar year 2027 at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company.

● Statutory Auditor's Report

The Auditors Report read together with the annexures do not contain any qualifications, reservations or adverse remarks. However, the Auditors Report and Notes to Accounts are self-explanatory and do not call for any further comments.

● Secretarial Auditor's Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed Shri Randhir Singh Sharma, Proprietor M/s R S Sharma & Associates, Company Secretaries, a peer reviewed Firm New Delhi to conduct the Secretarial Audit of the Company for the financial year 2023-24.

The Secretarial Audit Report is annexed herewith as "Annexure - I" to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

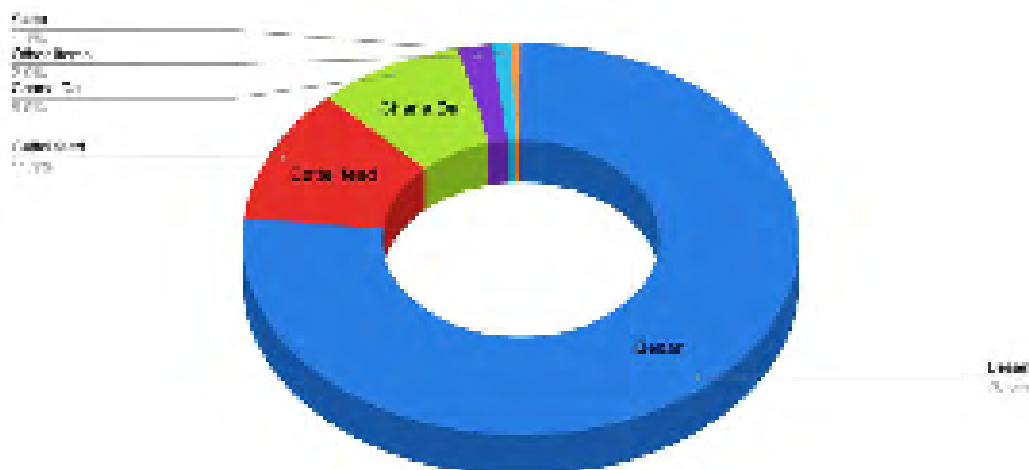
● Cost Records

Your Company is not required to maintain cost records as specified under section 148 of the Companies Act 2013. The Product wise sales are given for your appraisal:

S NO	Name of Products	In Lacs
1	Basmati	1,44,429.79
2	Cattin food	20,980.33
3	Chana Dal	16,102.87
4	Other Items	3,859.14
5	Sattu	2,107.30
6	Makhana	784.02
7	Roasted Chana	63.73
8	Breakfast Cereals	122.51
9	Murmura	23.27
10	Peanuts	9.55
11	Jaggery Bites	7.63
	TOTAL	1,88,747.86*

*Gross Sale Before Trade/Cash Discount.

Products



● Extract of Annual Return

The annual return referred to in sub-section (3) of section 92 has been placed on the website of the Company at www.rajdhanibean.com.

● Number of Board Meetings

During the year Eight (08) meetings (details given below) of the Board of Directors were held and the gap between any of the two meetings was not more than 120 days.

Sl No.	Date(s) of Board Meeting
1	Thursday, 06 April 2023
2	Tuesday, 25 April 2023
3	Friday, 14 July 2023
4	Thursday, 24 August 2023
5	Wednesday, 30 August 2023
6	Monday, 25 September 2023
7	Monday, 13 November 2023
8	Thursday, 07 March 2024

● Directors' Responsibility Statement

Pursuant to Section 134(3)(c) of the Companies Act, 2013, your Directors confirm that:

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

● Statement on Declaration Given by Independent Directors

Your Company has received declarations from all the independent Directors confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 read with the Schedules and Rules issued there under.

● Company's Policy on Directors' Appointment and Remuneration Including Criteria for Determining Qualifications, Positive Attributes, Independence of A Director and Other Matters Provided Under Sub-Section (3) Of Section 178

The remuneration paid to the Directors is in accordance with the Nomination and Remuneration Policy of Rajdhani Flour Mills Limited formulated in accordance with Section 178(3) of the Companies Act, 2013 read with Rule made thereunder (including any statutory modification(s) or re-enactment(s) for the time being in force). The salient aspects covered in the Nomination and Remuneration policy have been outlined below:

- a) To identify the persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- b) To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees of RFML.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- d) To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- e) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- f) To develop a succession plan for the Board and to regularly review the plan.
- g) To assist the Board in fulfilling responsibilities.
- h) To implement and monitor policies and processes regarding principles of corporate governance.

- Particulars of Loans, Guarantees or Investments Under Section 186.

Information regarding loans, guarantees and investments covered under the provisions of section 186 of the Act, are detailed in the financial statements.

- Particulars of Contracts or Arrangements with Related Parties Referred to In Sub-Section (1) Of Section 188 In the Prescribed Form

All the related party transactions that were entered into during the financial year ending 31st March 2024 were on arm's length basis and were in the ordinary course of business. The disclosure in Form AOC-2 "Annexure-2" is given for the transactions held during the year.

- The State of The Company's Affairs.

- Particulars of Employees

The information required under Section 197 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company, drawing remuneration pursuant to that during the year. The employees as per "Annexure-3" are in receipt of the remuneration of Rs. 102,00,000 per annum or more or Rs. 8,50,000 per month or more.

- Share Capital

There is no change in the authorised and paid up share capital of the company during the year.

- Directors and Key Managerial Personnel

Mrs. Shobha Jain retire by rotation and being eligible, offers herself for re-appointment at the ensuing Annual General Meeting of the company. The particulars of retiring directors as per secretarial standard II issued by ICSI and notified by MCA are given in the explanatory. The Board of Directors of the Company is duly constituted with proper balance of executive Directors, Non-Executive Directors, Independent Directors and Woman Director.

Sh. S.K. Jain and Sh. Chetan Jain have been reappointed as Managing Director and Whole Time Director (designated as Executive Directors) respectively for a period of 3 years with effect from 1st April 2022 to 31st March 2025.

- **Subsidiary, Associates and Joint Venture Companies**

M/s Shyam Steels Pvt. Ltd. is the Associate of the Company.

Your Company does not have any subsidiary, or joint venture company.

- **Deposits**

The company has not accepted any fixed deposits in terms of section 73 and 76 of the Companies Act, 2013 during the year.

- **Significant/ Material Orders Passed by The Regulators**

No orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

- **Change in the Nature of Business, If Any**

There was no change in the business of the Company during the year under review.

- **Transfer to General Reserve**

Your Company transferred the surplus amount in the statement of profit & Loss account to the General Reserve.

- **Dividend**

The Board of Directors has not recommended any dividend during the Year.

- **Material Changes and Commitments, Affecting Financial Position of The Company Which Have Occurred Between the End of The Financial Year of The Company to Which the Financial Statements Relate and Date of The Report If Any,**

There have been no material changes or commitments affecting the financial position of the Company occurred between the end of the financial year to which the financial statements relate and the date of the Report.

● Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo



● Conservation of Energy

Your company evaluates new technologies and techniques on a regular basis to make infrastructure more efficient. Your Company takes suitable measures to reduce energy consumption by using energy efficient equipment, computers and adopting energy efficient processes. Continuous study is being made for energy conservation, the company has already installed solar systems in the past and results were found appreciable. The implementation of the measures adopted for energy conservation and energy audit were conducted by NDPL. Also, a rainwater harvesting system which has resulted in water conservation. In its Endeavour towards conservation of energy your Company is equipping all its offices and manufacturing units with LED lights. Access to natural ventilation has been made to minimise the temperature of the plants.

Solar Energy Contribution

- Generated 4,10,800 units of solar energy.
- Solar energy accounted for 3% of total electricity consumption.
- Demonstrates commitment to sustainable energy practices and carbon footprint reduction.

Recognition by Indian Railways

- Awarded 1,085 Rail Green Points by Indian Railways until this year.
- Points awarded for prioritising rail transportation over road for cargo movement.
- Contributes to the national vision of a Clean & Green India by reducing carbon emissions.

● Technology Absorption

The Company has not carried out any research and development activities.

● Foreign Exchange Earnings and Outgo

There are INR 1,00,25,878/- (INR 26,95,525 from Nepal and INR 73,30,353/- from Hong Kong (USD 88,522/-)) Foreign Exchange Earnings & no Outgo during the year.

● Corporate Social Responsibility Initiatives Taken During the Year

Rajdhani Flour Mills Limited believes sustained growth of business lies on the triple bottom line, that is growth of people around our operation, protection of the environment where we operate and profit from our business. We understand the wellbeing of the community around our business helps in growth of business and hence we value people around our operational locations and promote inclusive growth.

We endeavour to serve society and achieve excellence. We continue to remain focused on improving the quality of life and engaging communities through ensuring environmental sustainability, promoting healthcare, promoting education and many more activities.

Pursuant to Section 135 of the Companies Act, 2013, and the relevant rules, the Company is having in place the Corporate Social Responsibility (CSR) Committee under the chairmanship of Mr. Umesh Chandra, Independent Director. The other members of the Committee are Mr. Satender Kumar Jain, Managing Director, and Mr. Chetan Jain, Whole Time Director.

The Company's policy on CSR envisages expenditure in areas falling within the purview of Schedule VII of the Companies Act, 2013.

During the year the Company was involved in various CSR activities besides other charitable causes. The Annual Report on CSR activities is attached as "Annexure 4" which forms part of this report.

RFML considers social responsibility as an integral part of its business activities and endeavours to utilise the allocable CSR budget for the benefit of society.

RFML CSR initiatives are on the focus areas approved by the Board benefiting the community. During the year, the Company spent the complete amount on CSR activities in accordance with the statutory requirements.

Some of the activities undertaken during the year were organising of Health and Eye check up camps in slum areas, construction of Dharamshala for the benefit of the public at large at Shri Digamber Jain Tirthoday near Shipuri (Madhya Pradesh). The company also equipped the Annadanam Community Food Hall at Uttara Gunjwara Jain Temple in New Delhi with 100 sturdy stainless steel tables and chairs so that the devotees can partake in the prasad.



- A Responsibility Statement of The CSR Committee That the Implementation and Monitoring of CSR Policy, Is in Compliance with CSR Objectives and Policy of The Company

The CSR Committee confirms that the implementation and monitoring of the CSR policy is following the CSR objectives and policy of the Company.

- Prevention of Sexual Harassment at Workplace

The company is committed to provide a protective environment at the workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under "The sexual harassment of women at workplace (prevention, prohibition and redressal) act, 2013" the company has in place a formal policy for prevention of sexual harassment at workplace and the company has also constituted the internal complaints committee in compliance with the requirement of the act. Employees at all levels are assured of a work free of harassment irrespective of their gender, race, social class, caste and religion, place of origin or economic status.

The company has not received any complaint on sexual harassment during the year under review.

- Fraud Reported by Auditors Under Section 143(12), Other Than Those Which Are Reportable to The Central Government.

The Statutory Auditors have not reported any incident of fraud to the Board of Directors of the Company.

- Adequacy of Internal Financial Controls with Reference to Financial Statements:

The directors state that proper design, implementation and maintenance of adequate internal financial controls is ensured by the Company for the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

- Details of Application / Any Proceeding Pending Under the Insolvency and Bankruptcy Code, 2016

No application was made under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

- Details of Difference Between Amount of The Valuation Done at The Time of One-Time Settlement and The Valuation Done While Taking Loan from The Banks or Financial Institutions Along with The Reasons Thereof

As the Company has not made any one-time settlement during the year under review hence no disclosure is needed.

- Acknowledgements

Your directors wish to convey their sincere appreciation of services rendered by all ranks of officers, staff and workers. They want to thank the company's esteemed shareholders, customers and vendors for their continued support during the year.

Your directors would also like to acknowledge the valuable co-operation and continued assistance it has received all along, both from State Governments of Delhi, Haryana and The Central Government and the company's Banks.

For and on behalf of the Board of Directors
RAJDHANI FLOUR MILLS LIMITED

Sd/-

Sd/-

Date: 2nd September 2024

(S.K. Jain)
(Managing Director)
(DIN-00166778)

(Chetan Jain)
(Director)
(DIN-0166722)

Place: New Delhi



Secretarial Audit Report

for the financial year ended 31st March, 2024

[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,
Rajdhani Flour Mills Limited,
B-30 Lawrence Road, Industrial Area,
Delhi – 110035

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rajdhani Flour Mills Limited** (hereinafter called **the Company**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions, as applicable to the Company during the period, of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under to the extent of Regulation 55A;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;



v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

1. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable)**
2. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. **(Not Applicable being non-listed)**
3. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009; **(Not Applicable being non-listed)**
4. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable as the company has not issued any ESOP)**;
5. 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 as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review]**
6. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **[Not Applicable as the Company has not issued and listed any debt securities during the financial year under review]**;
7. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: **[Not applicable as the Company is not listed]**.
8. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: **[Not applicable]**.

(ii) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on the sector/industry, are:

1. The Legal Metrology Act, 2009 and The Legal Metrology (Packaged Commodities) Rules, 2011
2. Insecticides Act, 1968
3. The Hazardous Waste (Management and Handling) Rules, 1989
4. The Preservation of Food and Adulteration Act, 1954
5. Delhi Shops and Establishment Act, 1954

We have also examined compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India.

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

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.



Adequate notice is given to all directors to schedule the Board Meeting, agenda and detailed notes on agenda were generally sent seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.

All decisions of the Board meetings and committee meetings are carried out unanimously as recorded in the minutes of meetings of the Board of Directors or Committee/s of the Board, as the case may be.

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

We further report that during the audit period, the Company does not have any specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For R S SHARMA & ASSOCIATES
Company Secretaries

Place: New Delhi
Date 02/09/2024

SD/-
(**RANDHIR SINGH SHARMA**)
Proprietor
C.P. No.: 3872
Membership No.: FCS-2062
UDIN:F002062F001093196
PR: 5023/2023

Note: This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.



ANNEXURE-A

To,
The Members,
Rajdhani Flour Mills Limited,
B-30 Lawrence Road, Industrial Area,
Delhi – 110035

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 my audit.
2. We have followed the audit practice and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rule and regulations and happening of event etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of secretarial records and procedure on random test basis.
6. The Secretarial Audit report is neither a 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.

Place: New Delhi
Date: 02/09/2024

SD/-
(RANDHIR SINGH SHARMA)
Practicing Company Secretary
CP No.: 3872
Membership No.: FCS-2062
UDIN:F002062F001093196

● Form No. AOC-2

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

1. Details of contracts or arrangements or transactions not at arm's length basis – NIL
2. Details of material contracts or arrangements or transactions at arm's length basis

(a) Name(s) of the related party and nature of relationship-

Name of Related Party	Nature of Relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date (s) of approval by the Board, if any	Amount paid in advance if any
Shreedayal Enterprises Pvt. Ltd.	Sister Concern	Purchase of Beans and cattle feed and Sale of Chana.	Ongoing	Purchase of Beans and cattle feed. (Rs. 343,08,24,314 and Sale of Chana 31,89,51,91 Q)	14/07/2023	NIL
S.K. Jain	(Director)	Rent up to max amount of Rs. 300,00,000	12 Month	2,72,80,000.00	14/07/2023	NIL
Shivam Steels Pvt. Ltd.	Sister Concern and Associate	Rent up to max amount of Rs. 2,50,000	12 Month	2,50,000.00*	14/07/2023	NIL
Shivam Steels Pvt. Ltd.	Sister Concern and Associate	Unsecured Loan Approved Max up to 15 Cr	In one or more tranches	7,47,00,000.00	23/02/2023	NIL
Swati Jain	Relative of Directors and a shareholder	Salary Approved max up to 1.44 Lacs	FY 2023-24 Rs 9.50 Lacs per month	1,14,00,000	06/04/2023	NIL

* Rent increased to Rs. 500,000/ per month w.e.f. 1st April 2023, ratified and approved in the board meeting dated 25th April 2024 subject to ratification in the forthcoming AGM.

For and on behalf of the Board of Directors
RAJDHANI FLOUR MILLS LIMITED

Sd/-

Sd/-

Date: 2nd September 2024

(S.K. Jain)
(Managing Director)
(DIN-00166778)

(Chetan Jain)
(Director)
(DIN-0166722)

Place: New Delhi

ANNEXURE -III

The information required under Section 197 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

	1	2
Name of Employee	S. K. Jain	Chetan Jain
Designation	M.D.	W.T.D.
Remuneration Received For Annam	252 Lacs	216 Lacs
Nature of employment whether contractual or permanent	Permanent	Permanent
Qualification	Chemistry (Hons) from Delhi University	MA Economics from Delhi University
Date of Commencement of Appointment	13-Sep-93	18N-cv-05
Age in Years	76	43
The Last employment held by such employee before joining the company	NIL	American Express India
The percentage of equity shares held by the employee in the Company and	48.73%	13%
Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	Chetan Jain and Shekha Jain	S.K. Jain and Shekha Jain

For and on behalf of the Board of Directors
RAJDHANI FLOUR MILLS LIMITED

Sd/-

Sd/-

Date: 2nd September 2024

(S.K. Jain)
(Managing Director)
(DIN-00166778)

(Chetan Jain)
(Director)
(DIN-0166722)

Place: New Delhi

● Annual Report on CSR Activities

- Brief outline of the CSR Policy of the Company. The main objective of CSR policy is to lay down guidelines for the Company to make CSR a key business process for sustainable development for society. It aims at supplementing the role of the government in actively contributing to the social and economic development of the communities in which we operate. The Company will act as a good Corporate Citizen.

- Composition of CSR Committee:

S. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Umesh Chandra	ID	2	2
2	S.K. Jain	MD	2	2
3	Chetan Jain	WTD	2	2

- Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. www.mjdhambesa.com
- Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). :NA
- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in lacs)	Amount required to be set off for the financial year, if any (in Rupees)
1	2022-23	0	32,803 Excess

- Average net profit of the company as per section 135(5): Rs. 25,55,52,499/-
 - Two percent of average net profit of the company as per section 135(5): Rs. 51,11,050/-
 - Surplus arising out of the CSR projects or programs or activities of the previous financial years: NIL
 - Amount required to be set off for the financial year: 32,803/-
 - Total CSR obligation for the financial year (7a+7b-7c): Rs. 50,78,247/-

8 (a) CSR Amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
56,40,205	NIL	NIL	NIL	NIL	NIL

(b) Details of CSR Amount spent against ongoing projects for the financial year: NA

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)		
S. No. of the Project.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Project description.	Amount allocated for the project (in Rs.).	Amount spent in the current Financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through implementing agency.	
				State.	District.						Name.	CSR registration number.
1.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	TOTAL											

(c) Details of CSR Amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
S. No.	Name of the Project.	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1.	Construction of Dharmahala	3	No	M.P.	Ranvijay hana, Shivpur	50,00,000	Yes	Shri Digambar Jain Tirthesday	CSR000051381
2.	Megacamp Health	1	Yes	Delhi NCR	Delhi NCR	1,20,000	Yes	Mahatir International	CSR00002906
3.	Megacamp Health	1	Yes	Delhi NCR	Delhi NCR	20,205	Yes	Mahatir International	CSR00002906
4.	Steel Tables In Food Hall For Free Lunch	1	Yes	Delhi	Delhi	3,00,000	Yes	Artha Dharma Parishad	CSR00018681
	TOTAL					56,40,205			

(d) Amount spent in Administrative Overhead: NA

(e) Amount spent on Impact Assessment, if applicable: NA

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): 56,40,205.00

(g) Excess amount for set off, if any: 5,61,958.00

a. (a) Details of Unspent CSR amount for the preceding three financial years: NA

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the fund	Amount (in Rs).	Date of transfer.	
1.	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	TOTAL						

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): NA

1	2	3	4	5	6	7	8	9
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
1.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	TOTAL							

10. In the case of creation or acquisition of capital assets, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).

- Date of creation or acquisition of the capital asset(s): NA
- Amount of CSR spent for creation or acquisition of capital asset: NA
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: NA
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): NA

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): NA

For and on behalf of the Board of Directors
RAJ DHANI FLOUR MILLS LIMITED

Sd/-

Sd/-

Date: 2nd September 2024

(S.K. Jain)
(Managing Director)
(DIN-00166778)

(Chetan Jain)
(Director)
(DIN-0166722)

Place: New Delhi

Distribution of shareholding as on 31.03.2024

1	2	3	4
S.No	Name	No. of Equity Shares	Percentage of Shares
1	Shri S. K Jain	975200	48.73 26
2	Smt. Shobha Jain	3303 00	16.50 57
3	Shri. Chetan Jain	300100	14.99 66
4	S.K Jain (HUF)	345000	17.24 03
5	Swati Jain	450 50	2.25 12
6	Towers Leasing & Finance limited	54 25	0.27 11
7	Sh. Arvind Kumar Gupta	25	0.00 12
8	Sh. Rajiv Pant	15	0.00 07
9	Sh. Jai Prakash Rastogi	5	0.00 02
10	Sh. Prem Chand Yadav	5	0.00 02
	TOTAL	2001125	100.000

For and on behalf of the Board of Directors
RAJDHANI FLOUR MILLS LIMITED

Sd/-

Sd/-

Date: 2nd September 2024

(S.K. Jain)
(Managing Director)
(DIN-00166778)

(Chetan Jain)
(Director)
(DIN-0166722)

Place: New Delhi

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A Promoters									
Indian									
Individual/ HUF	1950600	0	1950600	97.48 %	1950600	0	1950600	97.48 %	NIL
Central Govt.	0	0	0	0	0	0	0	0	NIL
State Govt. (s)	0	0	0	0	0	0	0	0	NIL
Public Corp.	0	0	0	0	0	0	0	0	NIL
Banks/FI	0	0	0	0	0	0	0	0	NIL
Any Other...	0	0	0	0	0	0	0	0	NIL
Sub-Total (A)(1) >	1950600	0	1950600	97.48 %	1950600	0	1950600	97.48 %	NIL
Foreign	0	0	0	0	0	0	0	0	NIL
NRI/Individuals									
Other Individuals	45080	20	45100	2.25%	45080	20	45100	2.25%	NIL
Public Corp.	0	5425	5425	0.27%	0	5425	5425	0.27%	NIL
Banks/FI	0	0	0	0	0	0	0	0	NIL
Any Other...	0	0	0	0	0	0	0	0	NIL
Subtotal (A) (2)-	45080	5445	50525	2.52%	45080	5445	50525	2.52%	NIL
Total Shareholding of Promoter (A)+(A1)+(A2)	1995680	5445	2001125	100%	1995680	5445	2001125	100%	NIL

For and on behalf of the Board of Directors
RAJ DHANI FLOUR MILLS LIMITED

Sd/-

Sd/-

Date: 2nd September 2024

(S.K. Jain)
(Managing Director)
(DIN-00166778)

(Chetan Jain)
(Director)
(DIN-0166722)

Place: New Delhi

INDEPENDENT AUDITORS REPORT

To the members of Rajdhani Flour Mills Limited
Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Rajdhani Flour Mills Limited, which comprise the Balance Sheet as at 31st March, 2024, and the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and profit/loss, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with the same requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matters

We draw the attention to the following matters in the notes to the financial statements:

- a) Note 7 to the financial statements which, describes the uncertainty related to the outcome of the appeal with the Commissioner of Income Tax (CIT) Appeals against this demand and the case is currently pending.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditors' 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 standalone financial statements or our knowledge obtained during the course of our 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.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that include 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 financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error; design and perform audit procedures responsive to those risks; and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 we re of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **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 purpose so for our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the afore said financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the company and operating effectiveness of such controls are given in separate **Annexure-B**.

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

- a. The Company does not have any pending litigations, where suit has been filed by the company, which would impact its financial position.
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
- d. (i) The management has represented that, to the best of its knowledge and belief other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), 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;

(ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), 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

(iii) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

- e. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- h) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, for maximum permissible managerial remuneration which is in excess of 11% of computed profits as per section 197 read with 198 of companies Act 2013. For which, company has complied with requirement of approval of members in Member's meeting as per requirement of Section 197 of Companies Act, 2013
- i) The company has used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transaction reported in the software.

Further, for the periods where audit trail (edit log) facility was enabled and operated, we did not come across any instance of the audit trail feature being tampered with.

ASAP and Associates LLP

Chartered Accountants

FRN: 006713N

Place: New Delhi

Date: 2-Sep-24

Sd/-

Anil Kumar Jain

Partner

M. No. 084559

UDIN:

Annexure - A to the Independent Auditor's Report

(Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report to the members of **Rajdhani Flour Mills Limited** of even date.)

1. In respect of the Company's fixed assets:

- a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of the Property Plant and Equipment.
B. The Company has maintained proper records showing full particulars of Intangible assets.
- b) The Company has a program of verification to cover all the items of fixed assets in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets.
- c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

In respect of immovable properties of land and building that have been taken on lease and disclosed as Property Plant and Equipment in the financial statements, the lease agreements are in the name of the Company.

- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
 - e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.
2. A) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.
- B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not availed any sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets.
3. According to information and explanation given to us, the company has not made any Investment, Provided guarantee or Security to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. However, the company has given the loan of Rs.

7,47,00,000 to Shivam Steels Private Limited, the Associates of the Company and complied the provision of Section 189 of the Companies Act, 2013.

- a. i). Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has granted a loan totalling Rs.858 Crores as at 31st March, 2024 to Shivam Steels Private Limited.
ii). Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any loans or advance and guarantees or security to other than subsidiaries, joint ventures and associates.
 - b. According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are, prima facie, not prejudicial to the interest of the Company.
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of in respect of loans and advances in the nature of loans given, the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.
 - d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Hence reasonable steps not required to be taken by the company for recovery of the principal and interest;
 - e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan granted which has fallen due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same party. If any renewed loans exist, specify the aggregate amount of such dues renewed or extended or settled by fresh loans and the percentage of the aggregate to the total loans or advances in the nature of loans granted during the year;
 - f. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans either repayable on demand or without specifying any terms or period of repayment, if any such loans given, specify the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013;
4. In our opinion and according to information and explanation given to us, the company has not granted guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. However, the company has given the loan of Rs. 7,47,00,000 to Shivam Steels Private Limited the Associate of the Company during the year and complied the provision of section 185 and 186 of the Companies Act, 2013.

5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.

6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.

7. In respect of statutory dues:

a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2024, for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales-tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute.

We draw the attention to the following matters in the notes to the financials Statements:

a) Note 16 to the financials statements which, describes the uncertainty related to the outcome of the appeal with the Commissioner of Income Tax (CIT) Appeals against this demand and the case is currently pending.

8. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

9. A) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix) (a) of the Order is not applicable.

B) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not been declared a

wilful defaulter by any bank or financial institution or government or government authority.

C) According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3 (ix) (c) of the Order is not applicable.

d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short term basis by the Company. Accordingly, clause 3 (ix) (d) of the Order is not applicable.

e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account for to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3 (ix) (e) of the Order is not applicable.

f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3 (ix) (f) of the Order is not applicable.

10. A) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x) (a) of the Order is not applicable.

B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year as per requirements of the section 42 and section 62 of the Companies Act, 2013. Accordingly, clause 3 (x) (b) of the Order is not applicable.

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

B) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

C) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

12. The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the company.

13. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

14. A) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

B) We have considered the internal audit reports of the Company issued till date for the period under audit.

15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.

16. A) According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

i) Accordingly, clause 3(xvi) (a) of the Order is not applicable.

ii) Accordingly, clause 3(xvi) (b) of the Order is not applicable.

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

C) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi) (d) are not applicable.

17. According to the information and explanations given to us and based on the audit procedures conducted we are of opinion that the company has not incurred any cash losses in the financial year and the immediately preceding financial year.

18. There has been no resignation of the statutory auditors during the year and accordingly, the provision of clause 3(xviii) of the Order is not applicable.

19. 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 indicating that company is incapable 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.

20. The provisions of Section 135 towards corporate social responsibility are applicable on the company. Accordingly, the provision of clause 3 (xx) (a) and 3 (xx) (b) of the Order is complied.

21. CFS is applicable to this Company.

ASAP and Associates LLP

Chartered Accountants

FRN: 006713N

Place: New Delhi

Date: 2-Sep-24

SD/-

Anil Kumar Jain

Partner

M. No. 084559

UDIN:

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT ON THE FINANCIAL STATEMENTS

Report on the Internal Financial Controls over Financial Reporting under Clause (1) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Rajdhani Flour Mills Limited as of 31 March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The 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 the 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's 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 as specified 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 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 authorization of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, 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, 2024, 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.

ASAP and Associates LLP

Chartered Accountants

FRN: 006713N

Place: New Delhi

Date: 2-Sep-24

sd/-

Anil Kumar Jain

Partner

M. No. 084559

UDIN:

NOTE NO: 1

CORPORATE INFORMATION

The company is dealing in the manufacturing of Besan, Dal & Churi/ cattle feed & processing-cum- trading in Makhana, Sabu dana, Choco flakes, corn flakes, oats. The registered Office of the company situated at B-30 Lawrence Road Industrial Area Delhi 110035 and another unit at 2249-2250, HSIIDC Rai Industrial Area, Sonapat, Haryana.

NOTE NO: 2

SIGNIFICANT ACCOUNTING POLICIES

1) Basis of Accounting:

- a. The Concern has prepared its financial statements under the historical cost convention and in accordance with generally accepted accounting principles.
- b. Accounting policies not specifically referred to are consistent with generally accepted accounting principles.
- c. In case of disputes, the Accounting entries for adjustments are made on settlement of disputes.

2) Use of Estimates

The presentation of financial statement is in conformation with the generally accepted accounting principles, which requires estimates and assumptions to be made that effect reportable on the date of financial statement and the reported amounts of revenues and expenses during the period. Difference between the actual results and estimates are recognized in the year in which the result is known.

3) Income and Expenditure:

Accounting of income & Expenditure is done on accrual basis.

4) Revenue Recognition:

Revenue on works contracts are recognized on completion method. Certain amount retained by the customers as per contractual agreement for the satisfactory performance is received later, however the same is recognized as income at the time of completion only. The contracts not completed and remaining unfinished are taken as Work in Progress and shown as inventories.

5) Direct Expenses

- a. Purchase is accounted for net of GST credit availed but including all related expenses.
- b. Direct expenses related to works contracts are recognized as and when these expenses are incurred on accrual basis.
- c. Due to limitation and regulations of local GST Acts, Company has to bear certain tax burden which cannot be passed on to the customers. Due to this, these taxes are booked as direct expenses.

6) Fixed Assets:

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. Fixed assets are stated at the cost of acquisition including any directly attributable expenditure on making the asset ready for its intended use. Fixed assets under construction and cost of assets not ready to use before the year end, are disclosed as capital work-in-progress.

7) Depreciation:

Depreciation on fixed assets is provided on the WDV method based on useful lives of respective assets as estimated by the management taking into account nature of the asset, the estimated usage of the asset and the operating conditions of the asset. Depreciation is charged on a pro-rata basis for assets purchased/sold during the year.

The management's estimate of the useful lives of the various fixed assets in use are as follows:

Tangible assets	Useful Lives
Office and other Equipment	5
Computers	3
Vehicles (Four-wheeler)	8
Furniture and fixtures	10
Plant and Machinery	15
Vehicles (Two-Wheeler)	10
Computer & Data Processing Unit	6
Building	30
Electrical Appliance	10
Solar Plant	15

8) Investment:

Investments are classified into long term and short-term investment. Long-term investments are valued at cost except permanent diminution in value. Current investment is valued at cost or net realisable value whichever is lower.

Investment made in associates enterprise during the last year has been disclosed on cost basis, without any impairment. Any increase in investment due to fair value adjustment by the associates' enterprise are not recognized.

9) Contingent Liabilities:

Contingent Liabilities are determined on the basis of available information and are disclosed by way of notes to the accounts.

Accounting for Employee Benefit: Accounting for monthly employee benefit such as salary, PF, ESI etc. are affected on accrual basis on monthly basis. Gratuity expense are booked as per Gratuity scheme of Life Insurance Corporation of India, where company pay its annual liabilities as per LIC calculation. For other retirement benefits such as leave encashment, company has not been accounting for any retirement benefit due to employees and debited to P&L account on payment basis.

10) Inventories FIFO Basis

- a. Finished Goods are valued at cost and net realisable value, whichever is lower.
- b. Raw material is valued at cost basis.
- c. Weighted average method is applied for valuation of inventories.

11) Impairment of Assets:

Consideration is given at each Balance Sheet date to determine whether there is any indication of impairment on the carrying amount of the Fixed Assets. If any indication exists, an asset's recoverable amount is estimated. If the carrying amount of an asset exceeds recoverable amount, an impairment loss is recognized.

NOTES TO ACCOUNTS

1) Taxes on Income:

Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized, subject to the consideration of prudence on timing difference, being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent period.

Management has recognized the temporary differences between accounting profit and taxable profit as per Income tax provisions and recognized deferred tax asset of Rs.57,04,528/- for the financial year 2023-24.

2) Earnings per share:

As per Accounting Standard 20 related to "Earning per Share", figures are given as below:

Particulars	Current Year	Previous Year
Earnings per share (Basic)	Rs.157.20	Rs.123.99
Earnings per share (Diluted)	Rs.157.20	Rs.123.99
Basic Share Price	Rs. 10	Rs. 10

3) Shareholding Pattern:

Shareholding pattern of the Company: As on the reporting date 100% issued share capital has been held by the promoters and their close relatives only.

4) Related Party Transaction Disclosure:

During the financial year Company has entered into various commercial and business transactions with related parties which are defined under Accounting Standard 18 related to "Disclosure of related parties" as issued by the Institute of Chartered Accountants of India. Disclosure of all material transactions are given as here under:

Name of the Related Party	Relation	Payment Made	Nature of Transaction
Chetan Jain	Director	2,16,00,000	Director Remuneration
Shobha Jain	Director	45,000	Sitting Fee
Neeti Jain	Director's wife	1,14,00,000	Salary

SATINDER KUMAR JAIN	Director	2,52,00,000	Director Remuneration
SATINDER KUMAR JAIN	Director	2,72,00,000	Rent Paid
Ayub Khan Vazir	Director	30,000	Sitting Fee
Umesh Chandra	Director	60,000	Sitting Fee
Pardeep Kumar Jain	Director	55,000	Sitting Fee
Shree Dayal Enterprises Pvt. Ltd.	Sister Concern	3,43,08,24,314	Purchase Exclude Cost
Shree Dayal Enterprises Pvt. Ltd.	Sister Concern	31,89,51,910	Sale Exclude Cost
SHIVAM STEELS PVT LTD	Sister Concern	39,96,411	Interest
SHIVAM STEELS PVT LTD	Sister Concern	60,00,000	Rent Paid
SHIVAM STEELS PVT LTD	Sister Concern	7,47,00,000	LOAN AMOUNT

5) The account of suppliers and debtors are subject to confirmation and reconciliation. However, in the opinion of the management, this will not have any material impact on profit and loss account.

6) **Provision, Contingent Liabilities and Contingent Assets**

As per Accounting Standard 29 related to "Provision, Contingent Liabilities and Contingent Assets" issued by ICAI, provisions are recognized only when there is present obligation as a result of past events and reliable estimate can be made of amount of the obligation. Contingent liability is disclosed for possible obligation, which will be confirmed by future assets.

Company has some legal cases filed by it against third parties for enforcement of contractual obligations/ payments obligations. As at date of this financial statement, in management view there is no contingent liabilities or any probable future liabilities which may impact financial statements.

7) **Contingent Liabilities**

The company has received a demand notice from the Income Tax Department amounting to INR 1755 Cr. This is consequent to search operations conducted by the authorities on 21/01/2023 and thereafter reopening of cases for the financial year 2015-16 to 2022-23. The company has duly filed an appeal with the

Commissioner of Income Tax (CIT) Appeals against this demand and the case is currently pending.

Based on the advice of the company's tax advisors and other consultants, management believes that the demand is grossly unjustified and expects a favourable outcome. Therefore, no provision has been made in the financial statements for the tax demand and the matter is disclosed as a contingent liability because its outcome is uncertain and cannot be reliably estimated at this stage.

- 8) Company holds 27.91% of total outstanding equity of investee company, M/s Shiram Steel P Ltd. This investment has been shown on the cost's basis, since investee company dominated value of equity is from real estate industrial assets. Any increase in fair value of corresponding equity shares of investee company due to increase in fair value of Real estate assets, are recognized by the company.
- 9) The company generally ensures payment to MSME vendors in defined timelines. Further based on the information available with the company, most of suppliers are not registered under Micro, small & Medium Enterprises Development Act, 2006 as at 31st March 2024.
- 10) Statutory returns filed by the Company with respect to GST have some timing difference which may be due to adjustment in previous years and/or may settled in next FY, since Annual reconciliation and adjustment time limits is upto 30th September 2024. As per our view there will be no material impact on financials due to final reconciliation.
- 11) Company has provided total Managerial remuneration which is in excess of 11% of computed profits as per section 197 read with 198 of companies Act 2013. For which, company has complied with requirement of approval of members in Member's meeting as per requirements of Section 197 of Companies Act, 2013.
- 12) Search & Seizure operation u/s 132 of the Income Tax Act, 1961 (the Act) was carried out by Income tax authorities at the premises of the company on 21.01.2023. During the course of search and seizure operation certain documents/record were seized. In the opinion of the management, it is not likely to have any impact on the financial statements of the company. The accounting impact, if any, will be considered after the finalization of assessment proceedings.
- 13) Stock includes amount of Rs. 1,190,770/- misappropriated by ex-employee of the company and for the recovery of which the company has initiated legal action & FIR number for the same is 0575.
- 14) Out of total share capital of 2001125 shares of the company, share certificates with respect to 5445 shares are still in the physical form and remains to be dematerialized in terms of relevant provisions of the notification issued by the MCA. The management has already guided the company secretary to initiate the

conversion process of dematerializing these shares immediately. The compliance of regulatory requirements outlined in Rule 9A would be done soon.

15) The following amounts have been shown as recoverable from the tax department:

	Particulars	Amount
1	Income Tax Paid FY 2005-06	03.03 lacs
2	Income Tax Refund FY 2017-18	10.67 lacs
3	Income Tax Refund FY 2019-20	01.30 lacs

As informed by the tax consultant, the above amounts have not been released by the department as yet and retained for adjustments against certain demands in appeal. They have expressed that it would soon get released as the outcome of demands in appeal is expected to be in favor of the company.

M/S RAJHANI FLOUR MILLS LIMITED
CIN NO U74990 DL1992 PLC 033115
REGD. OFFICE B-30 Lawrence Road Industrial Area
New Delhi-110015

(All Amount (INR) in Lakhs)

Balance Sheet as at 31st March, 2024

Particulars	Note	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
EQUITY AND LIABILITIES			
Shareholders' Funds:			
Share Reserve (I)		.00	.00
Share Capital	3	200.11	200.11
Reserve and Surplus	4	10,556.05	10,413.28
		10,756.16	10,613.40
Current Liabilities:			
Short-term Borrowings	5	.00	1,403.87
Trade Payables:	6		
(A) Total outstanding dues of MSME		.00	.00
(B) Total outstanding dues of Creditors other than MSME		1,425.85	1,137.52
Other Current Liabilities	7	188.15	173.97
Short-Term Provisions	8	1,982.18	1,200.48
		3,216.18	4,016.84
Total		13,972.34	14,630.24
ASSETS			
Non-Current Assets:			
Property, Plant and Equipment and Intangible assets:			
(i) Property, Plant and Equipment	9	413,23.6	43,85.48
Non-Current Investments	10	1,20,2,75	1,20,0,27
Deferred Tax Assets (Net)	11	65.60	35.80
Long-term Loans and Advances	12	85.41	75.48
Other Non-Current Assets	13	1,44,62	1,44.00
		544,49.21	54,40.03
Current Assets:			
Inventories	14	471.00	314.24
Trade Receivables	15	202.81	1,93,05
Cash & Cash Equivalents	16	10,42.25	7.00
Short-Term Loans & Advances	17	28,44.25	3,710.00
Other Current Assets	18	81.88	24.92
		10,50,22.69	6,019.21
Total		13,972.34	14,630.24

Corporate disclosures & Significant accounting policies
 To be referred to above are an integral part of the financial statements

1/12

"As per our Report we did not detect"

ASNP and Associates LLP
 Chartered Accountants

For and behalf of Board of Directors

Sd/-
 Ashish Kumar Jais
 Partner
 M No 884555
 UDIN:
 FRN : 815713N
 Place: New Delhi
 Date: 02-04-2024

Sd/-
 Subodh Kumar Jais
 Director
 DIN: 01182778

Sd/-
 Chetan Jais
 Director
 DIN: 0155222

M/s RAJCHANI FLOW BILLS LIMITED

CIN NO U74899DL1993PLC055316

REGD. OFFICE B-30, Lawrence Road Industrial Area
New Delhi-110035

(All Amount (INR) in Lakhs)

Statement of Profit and Loss account for the year ended 31st March, 2024

Particulars	Note	31-Mar-2024	31-Mar-2023
		(Rupees)	(Rupees)
I Income			
Revenue from Operations	10	167528.05	146531.92
Revenue from Operations		167528.05	146531.92
II Other Income	20	103.81	35.59
III Total Income (I + II)		167631.87	146567.51
IV Expenses			
Cost of Raw Materials Consumed	21	171798.83	135050.20
Changes in Inventories of finished goods, work-in-progress and stock-in-trade	22	-224.28	-14.92
Direct Expenses	23	4198.88	3915.35
Employee Benefit Expenses	24	3167.87	2652.55
Finance Costs	25	87.87	79.18
Depreciation and Amortisation Expenses	9	598.77	445.50
Other Expenses	26	3675.68	3057.59
Total		183477.39	146305.59
V Profit(Loss) before tax		-4151.47	3359.53
VI Tax Expense			
Current tax		1066.28	575.00
Adjustment for earlier years		-3.50	-3.08
Deferred tax	8	57.04	5.75
VII Profit(Loss) for the year (V - VI)		3148.74	2481.12
Earnings per equity share	29		
Basic		157.30	123.99
Diluted		157.30	123.99

Corporate Information & Significant accounting policies 1 & 2

The notes referred above are an integral part of the financial statements

"As per our Report of even date attached"

A SAP and Associates LLP
Chartered Accountants

For and on behalf of Board of Directors

Sd/-
Anil Kumar Jain
Partner
M No. 084859
UDIN:
PRN : 005713H

Sd/-
Sandeep Kumar Jain
Director
DIN: 00168775

Sd/-
Chetan Jain
Director
DIN: 00168732

Place: New Delhi
Date: 03-09-2024

MIRAJ HANIFLOUR MILLS LIMITED
CIN NO: U74899DL1993PLC033115
REGD. OFFICE B-30, Lower mezzanine floor Industrial Area
Phase II, Okhla-110025

Cash Flow Statement for the year ended on 31st March, 2024

(All Amount (₹) in Lakhs.)

Particulars	As at 31 st Mar-2024	As at 31 st Mar-2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit after tax and extraordinary items	3145.74	2481.12
Add:		
Depreciation and other Amortisation Expense	588.77	445.88
Interest & other financing cost - Financing Activities	87.87	2.88
		79.18
Less:		
Deferred Tax Liability reversed or Deferred Tax Asset created	57.04	6.78
Profit on sale of PPA	10.08	.00
Adjustment of earlier year		.50
Interest Received - Investment Activities	60.88	7.48
Operating Profit before working Capital changes	3812.22	3607.79
Add: Decrease in Current Assets	8685.74	3843.89
Inventories	.00	3843.89
Trade Receivables	.00	.00
Short Term Loans & Advances	8685.74	.00
Other Current Assets	.00	.00
Add: Increase in Current Liabilities	352.88	1182.88
Short Term Borrowings	.00	388.88
Trade Payables	.00	471.83
Other Current Liabilities	25.19	.00
Short Term Provisions	327.75	322.52
Less: Increase in Current Assets	1721.28	2815.82
Inventories	858.78	.00
Trade Receivables	88.75	-188.88
Short Term Loans & Advances	.00	3872.83
Other Current Assets	38.75	12.88
Less: Decrease in Current Liabilities	1175.54	211.28
Short Term Borrowings	1483.87	.00
Trade Payables	-288.33	.00
Other Current Liabilities	.00	211.28
Short Term Provisions		.00
Net Cash from (or used in) Operating Activities (A)	2812.15	1854.07

Particulars	As at 31-03-2024	As at 31-03-2023
<u>B. CASH FLOW FROM INVESTING ACTIVITIES</u>		
Add:		
Sale of Fixed Assets	3.44	.00
Decrease in Long Term Loans & Advances (Asset)	30.90	.00
Decrease in Non-current assets	.00	.00
Interest Received	60.66	7.48
Less:		
Purchase of Fixed Asset	421.09	1326.94
Increase in Long Term Loan & Advances	762.99	75.43
Increase in Non Current Asset	.00	58.53
Increase in Non current Investment	.00	37.65
Net Cash from (or used in) Investing Activities (B)	- 1109.27	- 1462.05
<u>C. CASH FLOW FROM FINANCING ACTIVITIES</u>		
Add:		
Increase in Long Term Borrowings	.00	.00
Less:		
Decrease in Long Term Borrowings	.00	.00
Interest & other charges - Financing Activities	67.67	79.16
Net Cash from (or used in) Financing Activities(C)	- 67.67	- 79.16
Net Increase (or Decrease) in Cash & Cash Equivalents (A+B+C)	1035.21	- 16.14
Cash & Cash Equivalents at the beginning of the year	7.03	11.11
Cash & Cash Equivalents at the end of the year	1042.25	7.00
 ASAP and Associates LLP Chartered Accountants	 For & on behalf of Board of Directors	
 Sd/- Anil Kumar Jain Partner BINo: 014559 UDIN: PIN : 005713H	 Sd/- Sandeep Kumar Jain Director DIN: 00168775	 Sd/- Chetan Jain Director DIN: 01116572
 Place: New Delhi Date: 02-09-2024		

MITRAJODHARI FLOUR MILL S.L. LIMITED

CIN NO U74696DL1993PLC005316

REGD. OFFICE B-30, Laxmi and Road Industrial Area
New Delhi-110035

(All Amount (INR) in Lakhs)

Notes to financial statement for the year ended 31st March, 2024

NOTE NO. 3	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)		
<u>Shareholder's Funds</u>				
Authorized				
30,00,000 Equity Shares of Rs.10/-each (P.Y. 30,00,000/- Equity Shares of Rs.10/-each)	300.00	300.00		
	300.00	300.00		
Issued, subscribed and fully paid-up				
20,01,125 Equity Shares of Rs.10/-each fully paid up (Previous year 20,01,125/- Equity Shares of Rs.10/- each)	200.11	200.11		
	200.11	200.11		
a. Reconciliation of the shares outstanding at the beginning or at the end of the reporting period				
Equity	31-Mar-2024		31-Mar-2023	
	Number	Amount	Number	Amount
Authorized				
At the beginning of the period	30,00,000	3,00,00,000	30,00,000	3,00,00,000
As at the end of the the year	30,00,000	3,00,00,000	30,00,000	3,00,00,000
Issued, subscribed and fully paid-up				
At the beginning of the period	20,01,125	2,00,11,250	20,01,125	2,00,11,250
Additional capital issued	-	-	-	-
As at the end of the the year	20,01,125	2,00,11,250	20,01,125	2,00,11,250
b. Term rights attached to equity shares				
The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend, if proposed by the Board of Directors, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except interest dividend.				
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				
c. Share held by promoters at the end of the year				
(Current Reporting Period)				
Name of Promoter	Number	% shareholding	% Change during the year	
Sh. Salender Kumar Jain	9,75,200	48.73%	-	
Smt. Shobha Jain	3,30,300	16.51%	-	
Sh. Chetan Jain	3,00,100	15.00%	-	
S.K. Jain HUF	3,48,000	17.24%	-	
(Previous reporting Period)				
Name of Promoter	Number	% shareholding	% Change during the year	
Sh. Salender Kumar Jain	9,75,200	48.73%	-	
Smt. Shobha Jain	3,30,300	16.51%	-	
Sh. Chetan Jain	3,00,100	15.00%	-	
S.K. Jain HUF	3,48,000	17.24%	-	

MITRAJODHARI FLOUR MILL S.L. LIMITED

CIN NO U74899DL1993PLC005316

REGD. OFFICE B-30, Laxmi and Road Industrial Area
New Delhi-110035

(All Amount (INR.) in Lakhs)

Notes to financial statement for the year ended 31st March, 2024
d. Detail of the shareholder holding more than 5% in the company
Equity Shares

Name of Shareholder	31-Mar-2024		31-Mar-2023	
	Number	% Shares	Number	% Shares
Sh. Salender Kumar Jain	8,75,200	48.73%	875,200	48.73%
Sri. Shobha Jain	3,30,300	18.51%	3,30,500	18.51%
Sh. Chetan Jain	3,00,100	15.00%	3,00,100	15.00%
SK Jain HUF	3,45,000	17.24%	3,45,000	17.24%

As per records of the Company including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

During the current period, the Company has not allotted any shares as fully paid up pursuant to contracts without payment being received in cash. Further, the Company has neither issued bonus shares nor bought back any shares during the current period.

NOTE NO.4	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
Securities premium account		
Balance as per last financial statements	140.37	140.37
Closing balance	140.37	140.37

Reserves and Surplus	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
Surplus (Deficit) in the statement of profit & loss		
Balance as per last financial statements	10372.94	7791.82
Add: Net profit after tax transferred from statement of profit & loss	3145.74	2461.12
Amount available for appropriation	13488.68	10252.94
Total	13488.68	10252.94

NOTE NO.5	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
Short-term Borrowings		
Secured		
From Bank & Financial Institutions		
HDFC CC A/C <small>(The CC has accrued tax & interest balance as of 31.03.24 due to consolidation of the CC to 1. The same will reflect a positive balance of 12.1 lakhs in other financial accounts.)</small>	-	48.48
HDFC Bank <small>(The CC has accrued tax & interest balance as of 31.03.24 due to consolidation of the CC to 1. The same will reflect a positive balance of 17.8 lakhs in other financial accounts.)</small>	-	308.48
Axis Bank CC A/C <small>(The CC has accrued tax & interest balance as of 31.03.24 due to consolidation of the CC to 1. The same will reflect a positive balance of 126 lakhs in other financial accounts.)</small>	-	786.83
Total	-	1143.79

NOTE NO.6	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
Trade Payables		
Trade Payables for Goods & Expenses	1425.85	1137.52
Total	1425.85	1137.52

INTERADHANT FLOUR MILL S.L. LIMITED

CIN NO U74699DL1993PLC025316

REGD. OFFICE B-3D, Laxmi and a Road Industrial Area
New Delhi-110035

[All Amount (INR) in Lakhs]

Notes to financial statement for the year ended 31st March, 2024

<u>NOTE NO. 7</u>	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
<u>Other Current Liabilities</u>		
Director's Remuneration Payable	23.30	23.50
Employee's dues	3.67	.00
Statutory Dues Payable	172.19	153.47
Total	199.16	173.97
<u>NOTE NO. 8</u>	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
<u>Short-term Provisions</u>		
Provision for Tax		
Provision for tax	1086.26	875.00
Provision for employee benefits		
ESI Contribution Payable	2.27	2.31
EPF Contribution Payable	65.21	65.73
Labour Welfare Fund	.23	.20
Wages Payable	60.01	46.19
Salary Payable	116.76	102.56
Bonus Payable	154.06	121.00
Salary on hold	5.99	6.09
Sales man incentives	.11	.14
Provision for Gratuity	66.16	28.02
Provision - Others		
Power Payable	5.26	36.61
Telephone Exp. Payable	.23	.16
Other Payables	62.04	13.25
Audit Fees Payable	2.70	2.70
EPF Provision	6.60	.00
Water Expense Payable	.03	.16
Total	1392.16	1205.40
<u>NOTE NO. 10</u>	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
<u>Non-Current Investments</u>		
Non trade investments		
FDR, State Bank of India (SG for imports)	3.56	3.56
FDR in HDPC	.25	.25
FDR in Axis Bank	.00	31.05
Interest accrued on FDR	6.69	6.34
Equity investment in Shivam Steels PVT LTD (1766 Equity Shares of having face value of INR 10 each with costs of INR 7000 per equity share.)	1212.06	1212.06
Total	1232.56	1283.27
<u>NOTE NO. 12</u>	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
<u>Long-term Loans and Advances</u>		
Secured, considered good		
Loans and advances to related parties (giving details thereof)	55.41	25.43
Total	55.41	25.43

MITRAJOHARI FLOUR MILL S.L. LIMITED

CIN NO U74899DL1993PLC005316

REGD. OFFICE B-3D, Laxmi and a Road Industrial Area
New Delhi-110035

(All Amount (MR.) in Lakhs)

Notes to financial statement for the year ended 31st March, 2024

NOTE NO. 13	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
Other Non-Current Assets		
Security Deposits	144.92	144.92
Total	144.92	144.92
NOTE NO. 14	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
Inventory		
Raw Material/WIP	324.73	235.27
Finished Goods	675.24	460.97
Packing Material	251.03	125.00
Total	1251.00	821.24
NOTE NO. 15	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
Cash and Cash Equivalents		
Cash in Hand	4.98	6.25
Imprest	.45	.79
Balance with banks		
Balances with banks in CC accounts		
HDFC CC A/C	256.62	.00
Secured Against Sundry Debtors Inventory, Guarantee by Directors, Fixed Assets and Industrial Property)		
HDFC Bank	263.23	.00
Secured Against Sundry Debtors Inventory, Guarantee by Directors and Industrial Property)		
Axis Bank CCA/C	34.97	.00
Secured Against Sundry Debtors Inventory, Guarantee by Directors, Fixed Assets and Industrial Property)		
Total	1042.25	7.04
NOTE NO. 17	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
Short Term Loans and Advances		
Balances with revenue authorities	1172.13	679.13
Advances to suppliers & employees	1377.12	2777.52
Other advances	65.01	23.34
Total	2614.26	3480.00
NOTE NO. 18	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
Other Current Assets		
Prepaid Expenses	46.77	13.02
Recoverable from Employees	11.91	11.91
Total	58.68	24.93

M/s RAJDHANI FLOUR MILLS LIMITED

CIN NO U7 4899DL1993PLC055316

REGD. OFFICE B-30, Lawrence Road Industrial Area
New Delhi-110035

(All Amount (INR) in Lakhs)

Notes to financial statements for the year ended 31st March, 2024

<u>NOTE NO. 19</u>	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
<u>Revenue from Operations</u>		
Sale of products	18 87 47 .86	15 04 09 .42
Less: Trade/cash discount	1 222 .81	8 77 .50
Total	18 75 25 .05	14 95 31 .92
<u>NOTE NO. 20</u>	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
<u>Other Income</u>		
Interest Income	60.86	7.48
Miscellaneous Income	4.02	2.89
profit on foreign exchange	4.36	4.35
Insurance Claim	18.15	12.89
Subsidy Received From GOI Under Abry	1.34	7.21
Profit on fixed Assets	10.06	.00
Short & Excess	.48	1.39
Account Written Back	4.54	.28
Total	103.81	36.59
<u>NOTE NO. 21</u>	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
<u>Cost of Raw Materials Consumed</u>		
Inventory Opening Balance	2565.27	2922.68
Add: Purchases	17 05 43 .72	13 47 61 .15
Add: Reimbursement of Freight Expenses	29.56	8.57
Add: Cartage Inward	3 43 6 .36	1 73 5 .94
Add: Commission on Purchase	260.64	220.47
Transaction Charges	5.70	6.12
	17 68 61 .25	13 96 7 4 .84
Less : Discount on purchase	1 26 9 .69	1 0 4 9 .47
Less : Inventory Closing Balance	3 7 9 4 .73	2 5 6 5 .27
Total	17 17 9 6 .83	13 6 0 6 0 .20

M's RAJDHANI FLOUR MILLS LIMITED

CIN NO U7 4899DL1993PLC055316

REGD. OFFICE B-30, Lawrence Road Industrial Area

New Delhi-110035

(All Amount (INR) in Lakhs)

Notes to financial statements for the year ended 31st March, 2024

<u>NOTE NO. 22</u>	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
<u>Changes in Inventories of Finished Goods</u>		
Opening Stock	450.87	447.85
Less: Recoverable from Employee		11.91
Closing Stock	675.24	450.87
Total	- 224.28	-14.92
<u>NOTE NO. 23</u>	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
<u>Direct Expenses</u>		
Generator diesel & maintenance	24.76	63.46
Packing material consumed	2262.03	2224.05
Power charges	1443.92	1181.04
Repair & maintenance	171.54	159.17
PNG expenses	288.54	289.77
Warehouse Charges	4.08	.00
Water expenses	1.99	.91
Total	4196.66	3918.36
<u>NOTE NO. 24</u>	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
<u>Employee Benefit Expenses</u>		
Bonus	160.25	136.40
Conveyance	.93	.75
Directors' Remuneration	468.00	468.00
Exgratia	.28	1.88
Employer's contribution to P.F.	116.75	92.69
Employer's contribution to ESI	21.46	21.99
Gratuity	66.18	29.02
Contractual Labour charges	22.36	.00
Retirement and settlement	1.59	1.29
Performance bonus	24.52	15.03
Salaries and Wages	2212.99	1919.42
Staff welfare	66.60	34.56
Contribution to labour welfare fund	1.87	1.63
Total	3167.67	2662.66

M/s RAJDHANI FLOUR MILLS LIMITED

CIN NO U7 4899DL1993PLC055316

REGD. OFFICE B-30, Lawrence Road Industrial Area
New Delhi-110035

(All Amount (INR) in Lakhs)

Notes to financial statements for the year ended 31st March, 2024

<u>NOTE NO. 25</u>	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
<u>Finance Costs</u>		
Bank charges	4.83	5.42
Interest on secured loan	62.82	70.77
Interest on GST	.00	2.95
Interest Paid on TDS	.01	.02
Total	67.67	79.16
<u>NOTE NO. 26</u>	31-Mar-2024 (Rupees)	31-Mar-2023 (Rupees)
<u>Other Expenses</u>		
Advertisement	1060.31	580.06
Asset written off	.00	2.68
Agmark expenses	.00	8.66
Brokerage	254.81	207.83
Consumable Expenses	28.11	29.17
CSR Expenses	56.40	39.08
Donation & Charity	3.85	2.12
Fire fighting Expenses	1.31	1.15
Freight	967.25	930.94
FSSAI expenses	.85	.00
Fumigation & pest control	11.37	11.09
House tax, ground rent & license fee	3.39	14.86
Insurance	69.30	77.60
Internet Charges	1.67	1.56
Laboratory expenses	2.99	1.52
Gst Reversal	342.39	365.83
Miscellaneous expenses	1.80	5.20
Office maintenance	34.40	17.08
Packing Design	7.09	3.56
Pollution control expenses	1.81	1.81
Postage ,Courier & telephone	10.31	8.67
provision for Tds	1.71	.00
Printing & Stationery	5.20	5.55
Penalty on GST	.00	.65
Legal & Professional expenses	80.05	59.96

M/s RAJDHANI FLOUR MILLS LIMITED

CIN NO U7 4899DL1993PLC055316

REGD. OFFICE B-30, Lawrence Road Industrial Area
New Delhi-110035

(All Amount (INR) in Lakhs)

Notes to financial statements for the year ended 31st March, 2024

Rates & taxes	.84	2.72
Rent	351.67	258.48
Repair & Maintenance Expenses	76.11	48.62
RDC fees & other Expenses	.22	.10
Sales promotion	224.51	131.86
Security charges	79.15	69.47
Software	4.80	3.22
Subscription & membership	2.28	3.94
Tour & travelling	94.60	76.31
Vehicle running	67.48	48.16
Director's Sitting Fee	1.80	1.80
Business Development Fee	7.75	15.86
Shipping Expenses	4.85	5.63
Recycling of Plastic Waste	8.84	11.55
Payment to auditors'		
Audit Fee	4.01	3.00
Total	3875.66	3057.59
NOTE NO. 29	31-Mar-2024	31-Mar-2023
	(Rupees)	(Rupees)
<u>Earnings per Equity share</u>		
Earnings per share		
Profit/(loss) after tax	3145.74	2481.12
Net profit/(loss) for calculation of basic EPS	3145.74	2481.12
Net profit/(loss) for calculation of diluted EPS	3145.74	2481.12
Weighted average number of equity shares in calculating basic EPS	20.01	20.01
Weighted average number of equity shares in calculating diluted EPS	20.01	20.01
Basic earnings per share	157.20	123.99
Diluted earnings per share	157.20	123.99

NOTE NO. 08**TRADE PAYABLES**

(All Amount (INR) in Lakhs)

**Figures For the Current Reporting Period
(Unsecured)**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3Y ears	More than 3 Years	
M/SME	-	-	-	-	-
Others	1425.65	-	-	-	1425.65
Dispute dues - M/SME	-	-	-	-	-
Dispute dues - Others	-	-	-	-	-
Total	1425.65	-	-	-	1425.65

**Figures For Previous Reporting Period
(Unsecured)**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3Y ears	More than 3 Years	
M/SME	-	-	-	-	-
Others	1137.52	-	-	-	1137.52
Dispute dues - M/SME	-	-	-	-	-
Dispute dues - Others	-	-	-	-	-
Total	1137.52	-	-	-	1137.52

NOTE NO. 12**TRADE RECEIVABLES****Figures For the Current Reporting Period
(Unsecured)**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months - 1Y ear	1-2Y ears	2-3Y ears	More than 3Y ears	
- Undisputed Trade Receivables - Considered Goods	1950.87	65.64	-	-	-	2016.51
- Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-
- Disputed Trade Receivables - Considered Goods	-	-	-	2.30	-	2.30
- Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-
- Others	-	-	-	-	-	-
Total	1950.87	65.64	.00	2.30	.00	2018.81

**Figures For Previous Reporting Period
(Unsecured)**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months - 1Y ear	1-2Y ears	2-3Y ears	More than 3Y ears	
- Undisputed Trade Receivables - Considered Goods	1915.01	7.03	.65	1.34	-	1924.04
- Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-
- Disputed Trade Receivables - Considered Goods	-	-	-	-	-	-
- Disputed Trade Receivables - Considered Doubtful	-	-	-	-	5.02	5.02
- Others	-	-	-	-	-	-
Total	1915.01	7.03	.65	1.34	5.02	1928.06

NOTE NO 08		Depreciation Schedule As Per New Companies Act, 2013								(All Amounts in Lakhs)	
Nature of Asset	Gross Carrying Amounts (₹.)				Accumulated Depreciation/ Amortisation (₹.)				Net Carrying Amounts (₹.)		
	Balance as on 01-04-2023	Additions during the year	Deletions during the year	Balance as on 31-03-2024	Balance as on 01-04-2023	Additions during the year	Deletions during the year	Balance as on 31-03-2024	WDV as on 01-04-2023	Balance as on 31-03-2024	
Intangible Assets											
PLANT AND MACHINERY	4037.34	928.73	.00	4966.07	5094.38	538.83		5633.21	927.38	1595.94	
SOIL IN PLANT	11040			11040	57.15	15.73		72.88	1127	57.54	
Building	2354.32	435.88		2790.20	1285.54	135.83		1421.37	2058.88	1358.31	
FURNITURE AND FIXTURE	144.73	17.40		162.14	36.55	23.83		60.38	88.18	63.27	
VEHICLES	454.38	41.31	88.37	431.43	511.30	57.88	85.35	601.86	145.70	113.37	
OFFICE EQUIPMENT	67.81	25.30		93.11	54.47	11.24		65.71	15.14	17.51	
Land	395.00	.00		395.00	.00	.00		.00	395.00	395.00	
Electrical Appliances	238.83	167.30		406.13	238.83	36.89		275.72	40.16	170.48	
COMPUTER	53.8	1.48		55.28	29.20	1.18		30.38	1.38	1.05	
WIP	1171.30		1171.30	.00	.00	.00		.00	1171.30	.00	
Total(A)	10141	1502.11	1261.67	10381.54	5117.82	586.77	85.35	5819.94	4318.48	4351.33	

SHRI RAJNATH FLOUR MILL LIMITED
CIN NO U74899DL1993PLC055316
REGD. OFFICE B-30, Lawrence Road Industrial Area
New Delhi-110035

Annexure I

DEPRECIATION AS PER INCOME TAX ACT

ASSESSMENT YEAR	2024-25		(All Amount (INR) in Lakhs)					
	W.D.Y. AS ON 31-03-2023	ADDITION DURING YEAR		SALES	TOTAL	RATE OF DEP.	DEP. FOR THE YEAR	W.D.Y.
		180 Day or More	Less Than 180 Days	During the year				AS ON 31-03-2024
Motor Car	153.42	31.55	9.34	13.50	211.12	15%	30.97	180.15
Vehicles (Other than Car)	25.79			.00	25.79	15%	4.32	21.47
Office Appliances	68.70	135.10	57.71	.00	261.51	15%	39.40	222.11
Furniture & Fixture	104.64	15.51	1.59	.00	122.05	10%	12.13	109.92
Plant And Machinery (Phase 1)	1015.65	503.65	72.07	.00	1621.70	15%	242.55	1379.15
Plant And Machinery (Phase 2)	256.65			.00	256.65	15%	38.55	218.10
Factory Building	970.55			.00	970.55	10%	97.05	873.50
NEW BUILDING C-45		403.47	30.20		433.65	10%	41.55	392.10
HSIDCLand	794.55			.00	794.55	0%	.00	794.55
DDA Land	.35			.00	.35	0%	.00	.35
Plant & Building WIP (C-45)	1171.20			1171.20		0%	.00	.00
Computer	3.60	1.15	.31	.00	5.09	40%	1.97	3.12
SOLAR PLANT	31.79			.00	31.79	40%	12.72	19.07
TOTAL	4660.56	1421.07	171.22	1184.70	5856.15		561.81	4294.34

M/s RAJDHANI FLOUR MILLS LIMITED

CIN NO U7 48990 L1993 PLC 055 31 6

**REGD. OFFICE B-30, Lawrence Road Industrial Area
New Delhi-110035**

(All Amount (INR) in Lakhs)

NOTE NO 11

CALCULATION OF DEFERRED TAX LIABILITY AS PER AS-22

PARTICULARS	AMOUNT
TIMING DIFFERENCES:	
PPE as per Income Tax Act (Annexure I)	4,506.34
Allowable Gratuity as per Income Tax Act	0.00
PPE as per Books (Note No 06)	4,137.36
Disallowed Gratuity as per Books	0.00
DIFFERENCE	368.98
CLOSING DEFERRED TAX ASSET/(LIABILITY)	95.93
OPENING DEFERRED TAX ASSET/ (LIABILITY)	38.89
Provision made during the year	57.04

M/s RAJCHANI FLOUR MILLS LIMITED
CIN NO U74899DL1993PLC055316
REGD. OFFICE B-30, Laxmi area Road Industrial Area
New Delhi-110035

Addition of Regulatory Information

I Title deeds of Immovable Property not held in name of the Company

Relevant Items in the Balance sheets	Descriptions of Items of property	Geographical Value	Title deeds of Immovable Property not held in name of the Company	Whether held and hold er is a promoter, director or relative of Promoter' director or employee of promoter or director	Property held since which date	Reason for not being held in the name of company
NIL	NIL	NIL	NIL	NIL	NIL	NIL
NIL	NIL	NIL	NIL	NIL	NIL	NIL

II Where the Company has evaluated its Property, Plant and Equipment, the company shall disclose as to whether the evaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017

- Not Applicable

III Where Loans or Advances of the nature of loans are granted to promoters, directors, KMPs and other related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, in that are:

(a) repayable on demand or

(b) without specifying any term or period of repayment

Type of Borrower	Amount of loan and Advances in the nature of Loan outstanding	Percentage to the total Loans and Advances in the nature of Loans
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties	-	-

U Capital Work In Progress(CWIP)

(a) For Capital-work-in progress, following ageing schedule shall be given

CWP	Amount in CWP for sp eriod of				Total
	Less th an 1 year	1-2 years	2-3Y ears	More th an 3 years	
Projct 1	-	-	-	-	-
Projct 2	-	-	-	-	-

(b) For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, following

CWP	To be Completed in				Total
	Less th an 1 year	1-2 years	2-3Y ears	More th an 3 years	
Projct 1	-	-	-	-	-
Projct 2	-	-	-	-	-

V Intangible Asset under development:

(a) For Intangible assets under development

Intangible Asset under development	Amount in CWP for sp eriod of				Total
	Less th an 1 year	1-2 years	2-3Y ears	More th an 3 years	
Projct 1	-	-	-	-	-
Projct 2	-	-	-	-	-

(b) Intangible assets under development completion schedule

Intangible Asset under development	To be Completed in				Total
	Less th an 1 year	1-2 years	2-3Y ears	More th an 3 years	
Projct 1	-	-	-	-	-
Projct 2	-	-	-	-	-

VI Detail of Benami Property held:

-NIL

VII Working Capital / Borrowings:

When the Company has borrowings from bank or financial institution on the basis of security of current assets:

Answer:

(a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

YES

(b) if not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed

VIII Willful Default & Endorsement Fund:

a. Date of declaration as willful defaulter,

b. Details of defaults (amount and nature of defaults),

No

IX Relationship with Struck-off Companies:

When the company has any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, the Company shall disclose the following details: -

Name of struck-off Company	Nature of transactions with struck-off Company	Balance outstanding	Relationship with the Struck-off company, if any, to be disclosed
NIL	Investments in securities		
NIL	Receivables		
NIL	Payables		
NIL	Shares held by struck-off Company		
NIL	Other outstanding balances (to be specified)		

X Registration of charges or satisfaction with Registrar of Companies:

When any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period, details and reasons thereof shall be disclosed.

-NIL-

XI Compliance with number of layers of companies

Where the company has not complied with the number of layers prescribed under clause (97) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, the name and CIN of the companies beyond the specified layers and the relationship/extent of holding of the company in such downstream companies shall be disclosed.

Answer

XII Ratios

Ratio	Numerator	Denominator	Current Reporting Period	Previous reporting period	%of Change	Explanation for Change if >25%
Current Ratio	Current Assets	Current Liabilities	326.52%	216.16%	50.67%	Significant increase in ratio is due to difference in creditors amount and the non usage of CC Limit.
Debt Equity Ratio	Borrowings (Long Term & Short Term)	Shareholder's Equity	0.00%	13.79%	-100.00%	The CC Limit is not used during the current year and has positive balance.
Debt Service coverage ratio	EBITDA, i.e. Earnings before Finance Cost, Tax, Depreciation & Amortisation	Borrowings (Long Term & Short Term) + Interest	N/A	265.36%	NA	The company does not have any Borrowings in the current year.
Return on Equity Ratio	Profit for the year	Shareholder Funds	22.86%	23.36%	-2.20%	No significant change observed during the year.
Inventory Turnover Ratio	COGS	Average Inventory	2726.24%	2771.62%	-1.61%	No significant change observed during the year.
Trade Receivables turnover ratio	Net Sales	(Opening Trade Receivables + Closing Trade Receivables)/2	6271.67%	5021.22%	24.90%	The change is resultant of the increase in Sales.
Trade payables turnover ratio	Total Purchases (Fuel Cost + Other Expenses + Closing Inventory - Opening Inventory)	Closing Trade Payables	12046.74%	11661.16%	0.32%	No significant change observed during the year.
Net capital turnover ratio	Sales	Working capital (CA-CL)	2572.43%	3131.61%	-17.86%	Significant decrease in ratio due to increase in creditors amount.
Net profit ratio	Profit (Loss) After Tax	Sales	1.66%	1.66%	1.30%	slight increase in ratio due to increase in sales.
Return on Capital employed	Earnings before interest and tax	Capital Employed, i.e. Total Assets - Current Liabilities	2.25%	2.30%	-2.17%	No significant change observed during the year.
Return on Investment	Profit (Loss) After Tax	Investment	255.16%	166.41%	26.82%	Increase in ratio due to increase in Profit.

XIII Compliance with approved Scheme(s) of Arrangements:

Where any Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, the Company shall disclose that the effect of such Scheme of Arrangements have been accounted for in the books of account of the Company 'in accordance with the Scheme' and 'in accordance with accounting standards' and deviation in this regard shall be explained.

Answer:

XIV Utilization of Borrowed funds and share premium:

a. Transactions where an entity has provided any advance, loan, or invested funds to any other person (s) or entity / entities, including foreign entities:

Answer:

b. Transactions where an entity has received any fund from any person (s) or entity / entities, including foreign entities:

Answer: