

R M DRIP AND SPRINKLERS SYSTEMS LIMITED

Email : rmdrip@gmail.com Web : www.rmdrip.com Contact : +91-77200 94737

CIN : L27200MH2004PLC150101



Date: 08th September, 2023

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051.

NSE Symbol: RMDRIP

Dear Sir/Madam,

Subject: Notice and Annual Report of the Company for Financial Year 2022-2023.

In compliance with the provisions of Regulation 34(1)(a) and other application provisions of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice and Annual Report of the Company for the Financial Year 2022-2023.

The same is also available on the website of the Company at <https://www.rmdrip.com/investors.html>

The Notice of the Annual General Meeting along with Annual Report for Financial Year 2022-2023 has sent electronically to the shareholders of the Company by Bigshare Services Pvt Ltd [RTA], today i.e. 08th September 2023.

Kindly take the same on your record and acknowledge.

Thanking You.

Yours faithfully,

For R M Drip and Sprinklers Systems Limited

Nivrutti Pandurang Kedar
Managing Director
DIN: 06980548



19TH ANNUAL REPORT

OF

R M DRIP AND SPRINKLERS SYSTEMS LIMITED

FOR THE FINANCIAL YEAR 2022-2023

Table of Contents	Page Number
Corporate Information	03
Corporate Philosophy	04
Chairman's Message	05
Managing Director's Message	06
Notice Of 19th Annual General Meeting	07
Director's Report	26
Annexure I Secretarial Audit Report	41
Annexure II-Management Discussion & Analysis Report	49
Annexure III-Disclosure on remuneration of Managerial Personnel	52
Annexure IV-Compliance Certificate	54
Independent Auditor's Report	60
Balance Sheet as at 31st March 2023	67
Statement of Profit & Loss for the year ended 31st March 2023	68
Cash Flow Statement for the year ended 31st March 2023	69
Significant accounting policies	71
Notes to Financial Statement for the year ended 31st March 2023	73

CORPORATE INFORMATION:

R M DRIP AND SPRINKLERS SYSTEMS LIMITED

CIN L27200MH2004PLC150101

Registered Address: Gat No. 475, Village Gonde, Taluka Sinnar Nashik 422113 Maharashtra, India

Corporate Office: Plot No. 22, Bramhanand, Krushnaban Colony, Sadguru Nagar Road, Koshiko Nagar, Nashik-422009, Maharashtra, India

Email Id: cs@rmdrip.com | Website: www.rmdrip.com | Contact: +91 92265 09809

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONAL

Name of Directors & Key Managerial Personnel	Designation
Nivrutti Pandurang Kedar	Managing Director
Somnath Khanderao Date	Non-Executive Non-Independent Director
Hiren Surendra Makwana	Non-Executive Independent Director
Mayur Bhatt	Non-Executive Independent Director
Kavita Pandare	Non-Executive Independent Director
Tushar Madhukar Belgaonkar	Chief Financial Officer
Anita Vasant Pagare	Company Secretary Compliance Officer

STATUTORY AUDITORS

M/s Prakash G. Pathak & Company
Chartered Accountants

Address: Atharva, 32, Shramik Society, Opp. Shree Swami Samartha Kendra, Gangapur Road, Nashik-422013

Email: contactus@mmkassociates.com | Contact: +91 9730032358

INTERNAL AUDITOR

M/s S. S. Patki & Co.
Chartered Accountants

Address: 12 Sahbhagirathi CHS Patil Lane No 4 Collage Road Nashik 422005.

Email: sunil.patki.1951@gmail.com | Contact: 0253-2953855

SECRETARIAL AUDITOR

M/s Poonamchand Kanojia & Co
Practicing Company Secretaries

Address: Laxman Niwas No 2 Plot No 344 Pitali Lane Danda Khar West Mumbai 400052.

Email: poonamchandkanojia@gmail.com | Contact: +91 9619418211

REGISTRAR OR TRANSFER AGENTS

Bigshare Services Pvt Ltd

Address: Office No S6-2, 6th floor Pinnacle Business Park Next to Ahura Centre Mahakali Caves Road Andheri (East) Mumbai – 400093 Maharashtra India.

www.bigshareonline.com | sujit@bigshareonline.com | Mob – 7045571837

CORPORATE PHILOSOPHY

MISSION:

Our mission of RM Drip is to be the irrigation industry leader by 2023.

Profitably providing defect-free, high-value products and services that promote the intelligent use of water for worldwide irrigation applications. Achieving customer satisfaction by meeting or exceeding customer expectations. Being a responsible employer respected by employees and the community. Enabling employees to be the best they can be.

VISION:

The Company envisages its Growth by focusing on The Five Basic Attributes which are Enumerated below.



CHAIRMAN'S MESSAGE

Dear Shareholders,



Mr. Somnath Date - Chairman

It gives me immense pleasure to welcome you all at the 19th (Nineteenth) Annual General Meeting of your Company. I feel delighted to share with you the performance of your Company for the financial year 2022-23. Before I begin to share the insights of the financial year 2022-23, first and foremost I would like to express my gratitude on behalf of the Board of Directors to the entire R M Drip family including the customers, vendors and other stakeholders for their co-operation and support and untiring efforts and the trust and confidence reposed in us. I also thank my fellow Board Members for their invaluable support in guiding the Company and enabling another year of growth.

Highlights:

It has always been a pleasure and privilege to share with you the highlights of the year's performance and outlook for F.Y. 2022-2023:

- ✚ Our total revenue for the year is Rs. 10.95 Crore as compared to Rs. 17.91 Crore in the previous year.
- ✚ We incurred a Profit Before Tax of Rs. 0.77 Crore as compared to Loss before tax of Rs. (0.53) Crore which was incurred in the previous financial year.
- ✚ We incurred a Profit After Tax of Rs. 0.29 Crore as compared to Loss of Rs. 0.94 Crore which was incurred in the previous financial year.

As you all are aware that your Company is agricultural based Company, so everything we do is to benefit the farmers and to create a sustainable future for them. They are the backbone of this nation, that's why they deserve support machinery that will constantly aid and guide them towards better water management and increasing their crop yields. For which, we constantly Endeavour to find new technological breakthroughs and work at bridging the gap between our businesses and rural communities.

We as company always try to cater the demand and to try to meet the growing and changing needs of agriculture and farm industry with our standard and unique products. Our company has utmost managerial capacity and experienced staffs who always try to achieve the goals set by the Company. We believe we have a much longer journey ahead to serve our customers with the best-in-class products & services which are so essential to the future of mankind and the earth itself.

I take this opportunity to once again thank the Board Members and particularly distinguished Independent Directors for their continued leadership support to the Company and its employees. I also thank employees of Company without whose efforts and commitment, the Company could not have performed well in challenging conditions. I would also like to deeply thank and acknowledge the continued co-operation, trust and support of various Government/ Regulatory authorities, Company's valued customers, suppliers, vendors, investors, bankers and shareholders.

Best Regards,

Sd/-

Mr. Somnath Khanderao Date
Chairman
(DIN: 09843323)

MANAGING DIRECTOR'S MESSAGE

Dear Shareholders,



Nivrutti Pandurang Kedar
Managing Director

It is a matter of pride and pleasure to present a year of growth and success of R M Drip and Sprinklers Systems Limited. Our operating revenues for financial year 2022-23 is Rs. 10.95 Crore as compared to operating revenue of financial year 2021-22 i.e., Rs. 17.92 Crore. The operating revenue was dropped due to COVID-19 the subsidy was delayed by Government.

Still, We were able to bounce back from losses to strong profits backed by a number of measures undertaken over the last year. We focused on improving the product mix and marketing initiatives to improve profitable product sales and expanding markets.

We have been very fortunate to have loyal and competent employees, supportive dealers, understanding suppliers and above all, reliable bankers who back us in all way. With these qualities blended together, sound management, clear direction and people-oriented approach; we have sailed through over troubled water without much difficulty.

Before I conclude, I would like to place on record my heartfelt gratitude to all our employees and our sincere thanks to Bankers, NSE, and all our shareholders and our precious customers who have extended their valuable support and confidence in the Company. Looking forward to have a better future ahead with us.

With Warm Regards,

Sd/-

Nivrutti Pandurang Kedar
Managing Director
(DIN: 06980548)

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 19TH ANNUAL GENERAL MEETING OF THE MEMBERS OF R M DRIP AND SPRINKLERS SYSTEMS LIMITED FOR THE FINANCIAL YEAR 2022-2023 WILL BE HELD ON SATURDAY, 30TH SEPTEMBER, 2023 AT 11.00 AM (IST) THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Board of Directors and the Auditors thereon;**
- 2. To appoint Director in place of Mr. Nivrutti Pandurang Kedar (DIN: 06980548) who retires by rotation as a Director and being eligible, offers himself for re-appointment:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Nivrutti Pandurang Kedar (DIN: 06980548) who retires by rotation as a Director at this AGM, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

- 3. Appointment of M/s MASD & Co. LLP as the Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s Prakash G. Pathak & Company, till the conclusion of the Annual General Meeting:**

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

“RESOLVED THAT pursuant to the provisions of Section 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the provisions stipulated by SEBI vide its circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 and on the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for appointment of M/s MASD & Co. LLP Chartered Accountants [having Firm Registration Number 146249W with the Institute of Chartered Accountants of India (ICAI)] as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Prakash G. Pathak & Company Chartered Accountants [having Firm Registration Number 126975W with the Institute of Chartered Accountants of India (ICAI)] with effect from 07th September 2023, to hold office as the Statutory Auditors of the Company from 07th September 2023 till the conclusion of the ensuing Annual General Meeting of Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, including Audit Fee, Certification Fee, Tax Audit Fee (excluding GST) plus reimbursement of out of pocket expenses, etc., in line with prevailing rules and regulations made in this regard

including their terms of appointment as per the provisions of Clause 6(A) and 6(B) of SEBI Circular No. CIR/CFD/ CMD1/114/2019 dated October 18, 2019.”

“RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution including filing of necessary forms with the concerned office of the Registrar of Companies, as may be required and to comply with all other requirements in this regard.”

4. Appointment of M/s MASD & Co. LLP as Statutory Auditors of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s MASD & Co. LLP Chartered Accountants [having Firm Registration Number 146249W with the Institute of Chartered Accountants of India (ICAI)] be and is hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 (five) consecutive years from the conclusion of this 19th Annual General Meeting till the conclusion of 24th Annual General Meeting to be held In the calendar year 2028, on payment of such remuneration and reimbursement of expenses, as may be mutually agreed between the Company and the said statutory auditors, and as may be further approved by the Board of Directors on the recommendations of the Audit Committee of the Board from time to time, with power to the Board of Directors, to alter and vary the terms and conditions of appointment, etc., in such manner and to such extent as may be mutually agreed with the Statutory Auditors.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in this behalf), be and is hereby authorised to do all such acts, deeds, and things, as it may in its absolute discretion deem necessary, proper or desirable in this regard.

5. Increase In Authorised Share Capital of The Company:

To consider and, if thought fit, to pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 61,13 and other applicable provisions if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and the rules made thereunder, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as required, consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 26,50,00,000/- (Rupees Twenty-Six Crore Fifty Lakhs Only) divided into 2,65,00,000 (Two Crore Sixty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 31,50,00,000/- (Rupees Thirty-One Crore Fifty Lakhs Only) divided into 3,15,00,000 (Three Crore Fifteen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.”

“RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, consent of the members of the Company be and is hereby further accorded for alteration of Clause V(a) of the Memorandum of Association of the Company by substituting the following new Clause V(a) as under:

“V(a). The Authorized Share Capital of the Company is Rs. 31,50,00,000/- (Rupees Thirty-One Crore Fifty Lakhs Only) divided into 3,15,00,000 (Three Crore Fifteen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

The Company shall have power to increase the said capital and to issue any part of its capital, original or increased, with or without any preferential rights, privileges, conditions or advantages over or as compared with any shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both and whether with any special rights of voting or without any right of voting and generally on such terms as the Company may from time to time determine, nevertheless that in the event of the Capital of the Company (including the original Capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class, may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf contained in the Articles of Association of the Company for the time being subject to the provisions of the Companies Act, 2013”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

6. To consider and determine the fees for delivery of any document:

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

“RESOLVED THAT pursuant to the provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the consent of the members be and is hereby accorded to authorize the Board of Directors or any Committee thereof or any official authorized by Board or Committee thereof to fix, finalize, revise from time to time, the mode of payment and the amount of fees to be charged, over and above reimbursement of actual expenses incurred by the Company, for servicing of the document to the members upon receipt of request for delivery of documents through a particular mode.”

“RESOLVED FURTHER THAT the estimated fees for delivery of the documents shall be paid by the members in advance to the Company, before servicing of such documents and the Board of Directors or any Committee thereof or any official authorized by Board or Committee thereof be and is hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.

7. Increase In Borrowing Limits:

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

“RESOLVED THAT in supersession of the Special Resolution passed by the Shareholders of the Company at the Annual General Meeting of the Company held on September 22, 2015 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in force) (‘Act’) and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to borrow from time to time, any sum or sums of monies (including non-fund based facilities) at its discretion for the purpose of the business of the Company, from any one or more Banks and/ or Financial Institutions and/or any other lending institutions in India or abroad and/or Bodies Corporate, whether by way of cash credit, advance, loans or bill discounting, issue of Non-Convertible Debentures / Fully Convertible Debentures / Partly Convertible Debentures with or without detachable or non-detachable warrants or warrants of any other kind, bonds, external commercial borrowings or other debt instruments, or otherwise and with or without security and upon such terms and conditions as may be considered suitable by the Board, provided that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of business) shall not at any time exceed the limit of Rs. 400 crore (Rupees Four Hundred Crore) or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher.”

“FURTHER RESOLVED THAT the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board and such person(s) authorized by the Board be and are hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

8. Power to create charge on the assets of the Company to secure borrowings pursuant to section 180 (1) (a) of The Companies Act, 2013:

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

“RESOLVED THAT in supersession of the Special Resolution passed by the Shareholders of the Company at the Extraordinary General Meeting held on September 22, 2015 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in force) (‘Act’), consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages

and hypothecations created by the Company, in such form and manner, at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties/assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company for securing the borrowings of facilities/loan in any form excluding temporary loans and cash credits, the aggregate value of which shall not exceed at any time Rs. 400 crores (Rupees Four Hundred Crores) or the aggregate of the paid up capital, free reserves and securities premium account of the Company, whichever is higher, from any one or more Banks and/or Financial Institutions and/ or any other lending institutions in India or abroad and/or Bodies Corporate from time to time, together with interest, additional interest, commitment charges, repayment or redemption and all other costs, charges and expenses including any increase as a result of devaluation/revaluation and all other monies payable by the Company in terms of loan agreement(s)/debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the lender(s)/Agent(s) and Trustee(s) of lender(s) in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/agent(s) of lender(s)/trustee(s) of lender(s).”

“FURTHER RESOLVED THAT the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board and such persons authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents, and to take all such steps and to do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

9. Increase in the limits applicable for making investments/extending loans and giving guarantees or providing securities in connection with loans to persons/ bodies corporate:

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or

securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 400 crores (Rupees Four Hundred Crore only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT in terms of the provisions of Section 186 of the Act, where a loan or guarantee is given or where a security has been provided by the Company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by the Company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the aforementioned limits shall not apply.”

“FURTHER RESOLVED THAT the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board and such person(s) authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents and take all such steps and do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

For and behalf of R M Drip and Sprinklers Systems Limited

Sd/-

Somnath Khanderao Date

Chairman & Director

DIN 09843323

Place: Nashik

Date: 07th September 2023

NOTES

1. The Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act") and as per the Listing Regulations, concerning resolutions vide item No. 3 to 9 in the Notice of Annual General Meeting is annexed hereto and form part of this Notice.
2. With Reference to General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and pursuant to Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD1/ CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/ CFD/CMD2/ CIR /P/2021/11 dated January 15, 2021 and Circular SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations/ SEBI Listing Regulations"), the Annual General Meeting of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 19th AGM shall be the Registered Office of the Company.
3. Notice Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 respectively, as the AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip including Route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/ institutional members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate and cast their votes through e-voting. Accordingly, Institutional /Corporate Members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at cs@rmdrip.com.
4. In line with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/ HO/ CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021 and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI, owing to the difficulties involved in dispatching of physical copies, Notice of AGM are being sent in electronic mode to Members whose names appear on the Register of Members/ List of Beneficial owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") and whose email address is available with the Company or the Depository Participants or RTA of the Company as on Friday, 1st September, 2023.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure

mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 50 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.rmdrip.com/investors.html>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited <https://www.nseindia.com/>. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com.
7. Statement giving details of the Directors seeking reappointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standard on General Meeting ("SS-2").
8. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at e-mail address: cs@rmdrip.com at least seven days prior to the date of Annual General Meeting. The same shall be replied suitably by the Company.
9. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc., Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and other documents shall be available electronically for inspection by the members at the AGM. Members seeking to inspect such documents can send an e-mail to cs@rmdrip.com.
10. The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from Sunday 24th September 2023 to Saturday 30th September 2023 (both days inclusive).
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Pvt Ltd for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting during the AGM will be provided by Bigshare Services Pvt Ltd.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their

Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.

14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual reports, Notices, Circulars, etc. from the Company electronically.
16. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent, Bigshare Services Pvt Ltd. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Share Transfer Agent.
17. As per the provisions of Section 72 of the Act, facility for making nomination is available to Individuals holding shares in the Company. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download the Nomination Form from the Company's website at <https://www.rmdrip.com/investors.html>. Members holding shares in demat mode should file their nomination with their Depository Participant (DPs) for availing this facility.
18. In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their email Id with the Company or with the Registrar and Transfer Agents at investor@bigshareonline.com.
19. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
20. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut of date Saturday 23rd September 2023. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Saturday 23rd September 2023, may obtain the login ID and password by sending a request at Issuer/ RTA.
21. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM & a person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting during the AGM.
22. The Board of Directors in their meeting held on 07th September 2023 have appointed M/s Poonamchand Kanojia & Co., Practicing Company Secretaries as the Scrutinizer for the e-voting and remote e-voting process in a fair and transparent manner.
23. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote

e- voting” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility and The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.

24. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company <https://www.rmdrip.com/investors.html> and on the website of the Stock Exchange.

BIGSHARE I-VOTE E-VOTING SYSTEM

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i. The voting period begins on Tuesday, 26th September, 2023 at 9.00 AM and ends on Friday, 29th September, 2023 at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2023 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

v. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with

	NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below;

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (FAQs) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).

After successful login, **Bigshare E-voting system** page will appear.

Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.

Select event for which you are desire to attend the AGM/EGM under the dropdown option.

For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.

Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.

Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-

Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.

Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (FAQs) available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

For and behalf of R M Drip and Sprinklers Systems Limited

Sd/-

Somnath Khanderao Date

Chairman & Director

DIN 09843323

Place: Nashik

Date: 07th September 2023

**DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT
AT THE ANNUAL GENERAL MEETING**

Name	Mr. Nivrutti Pandurang Kedar
Brief Profile	Mr. Nivrutti Pandurang Kedar, is the Promoter and Executive Director of our Company. He has been on the Board of our Company since September 25, 2014. He has completed the course of B.SC. Agriculture from Mahatma Phule Agricultural University. He looks after the financial activities of the Company.
Director Identification Number (DIN)	06980548
Date of Birth (DD/MM/YYYY)	01/06/1970
Age (in years)	52 years
Nationality	Indian
Date of original appointment	25/09/2014
Percentage of Shareholding in the Company	44.56
Qualification	B.SC. Agriculture from Mahatma Phule Agricultural University
Nature of expertise in specific functional areas	He has been on the Board of our Company since September 25, 2014. He looks after the financial activities of the Company.
Number of Equity Shares held in the Company	29,81,131
Number of Board Meetings attended during the Financial Year 2022-2023	12
Directorships held in other Companies (*)	Savc Medical and Research Centre Private Limited
Memberships of Committees in other Companies (*)	None
Names of the Listed Entities from which the appointee has resigned in the past three years	None
Relationships between Directors of the Company inter-se or with Key Managerial Personnel	Mr. Nivrutti Pandurang Kedar is the promoter of the Company & not related to any Director on the Board of the Company as on date.
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Broad particulars of the terms of appointment of and remuneration payable to Mr. Nivrutti Pandurang Kedar is stated in the employment agreement and brief particulars are as mentioned above.

For and behalf of R M Drip and Sprinklers Systems Limited

Sd/-

Somnath Khanderao Date

Chairman & Director

DIN 09843323

Place: Nashik

Date: 07th September 2023

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

Item Number 3 & 4:

M/s Prakash G. Pathak & Company Chartered Accountants, (Firm Registration No. 126975W), have tendered their resignation from the position of Statutory Auditors of the Company and hence resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors of the Company, on recommendations of the Audit Committee, at its meeting held on 07th September 2023 approved the appointment of M/s MASD & Co. LLP Chartered Accountants, (Firm Registration No. 146249W) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Prakash G. Pathak & Company Chartered Accountants subject to approval of shareholders.

M/s MASD & Co. LLP Chartered Accountants shall hold the office of the Statutory Auditors of the Company until the conclusion of the Annual General Meeting.

Further, on recommendations of the Audit Committee, the Board of Directors have proposed the appointment of M/s MASD & Co. LLP, Chartered Accountants having FRN 146249W as "Statutory Auditors" of the Company for a term of 5 years, subject to approval of shareholders in the Annual General Meeting and to hold office the conclusion of 24th Annual General Meeting to be held in the calendar year 2028.

M/s MASD & Co. LLP Chartered Accountants have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the resolution as mentioned in **Item Number 3 & 4.**

Item Number 5:

The present Authorised Share Capital of the Company is Rs. 26,50,00,000/- (Rupees Twenty-Six Crore Fifty Lakhs Only) divided into 2,65,00,000 (Two Crore Sixty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

The Board at its Meeting held on 07th September 2023, had accorded its approval for increasing the Authorised Share Capital from existing Rs. 26,50,00,000/- (Rupees Twenty-Six Crore Fifty Lakhs Only) divided into 2,65,00,000 (Two Crore Sixty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 31,50,00,000/- (Rupees Thirty-One Crore Fifty Lakhs Only) divided into 3,15,00,000 (Three Crore Fifteen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each subject to necessary approval of shareholder and other regulatory approvals if any.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company and the new Equity Share shall be ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of shareholders. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

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

The Board recommends the Ordinary Resolution set out at **Item Number 5** of the accompanying Notice in the interests of the Company.

Item Number 6:

To determine the fees for delivery of any document Pursuant to the provisions of Section 20 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, a document may be served on a Member of the Company by sending the same to him by post or by registered post or by speed post or by courier or by delivering it at his office or address, or by such electronic or other mode as may be prescribed.

However, as per the proviso of Section 20(2) of the Companies Act, 2013, a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its annual general meeting (AGM).

Further, listed companies are required to send financial statements:

- (a) by electronic mode to such members whose shareholding is in Demat form and whose E-mail IDs are registered with Depository for communication purposes;
- (b) where Shareholding is held otherwise than by Demat form, to such members who have positively consented in writing for receiving by electronic mode; and
- (c) by dispatch of physical copies through any recognised mode of delivery as specified under section 20 of the Act, in all other cases.

Accordingly, consent of the members is sought for passing the Ordinary Resolution as set out in Item number 6 of the Notice relating to serving the documents including financial statements to the members of the Company on a request through a particular mode.

The Board of Directors of your Company, therefore, recommends the passing of resolution as an Ordinary Resolution. None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, in the said resolutions.

Item Number 7 & 8:

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, it is proposed to increase in the borrowing limit to Rs. 400 Crores (Rupees Four Hundred Crores) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness upto the aggregate limit of Rs. 400 Crores (Rupees Four Hundred Crores) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the members of the Company.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Shareholders of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to Rs. 400 Crores (Rupees Four Hundred Crores).

Accordingly, the approval of the members of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company upto Rs. 400 Crores (Rupees Four Hundred Crores) as stated in the resolutions.

The Board of Directors therefore recommends the resolutions as set out in **Item Number 7 & 8** of the Notice for approval of members of the Company by way of Special Resolutions.

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

Item Number 9:

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members to: -

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of: -

60% of the paid-up share capital and free reserves and securities premium account; or 100% of the free reserves and securities premium account; whichever is higher.

The Company has been looking around to tap on any appropriate opportunity that arises in its field to make investment. In order to enable the Company to invest/make loans/provide guarantees/security, approval of the members is hereby sought to make loan/investment/provide guarantees/security, for an amount not exceeding Rs. 400 Crores (Four Hundred Crores Only), under the provisions of Section 186 of the Companies Act, 2013.

The Board of Directors therefore recommends the resolutions as set out in **Item Number 9** of the Notice for approval of members of the Company by way of Special Resolutions.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or in any way interested in this Special Resolution except to the extent of their shareholding and directorship in the Company.

DIRECTOR'S REPORT

To,
The Members of,
R M Drip and Sprinklers Systems Limited

Your directors have pleasure in presenting 19th (Eighteenth) Annual Report together with Audited Financial Statements and the Auditor's Report on financial statements of the Company for the financial year ended 31st March, 2023.

1. FINANCIAL HIGHLIGHTS:

The following are the financial results of the Company for the year ended 31st March, 2023.

Particulars	Year Ended on 31 st March, 2023 (Rs. In Lakhs)	Year Ended on 31 st March, 2022 (Rs. in Lakhs)
Revenue from Operations	1095.41	1791.59
Other Income	286.58	0.69
Total Revenue	1381.99	1860.94
Less: Expenses	1374.25	1914.04
Profit Before Tax	7.14	(53.10)
Less: Current Tax	Nil	Nil
Less: Deferred Tax Expenses/(Surplus)	4.85	41.24
Profit for the year	2.89	(94.33)

2. RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS:

The Key highlights pertaining to the business of the Company for the year 2022-2023 and period subsequent there to have been given hereunder:

The total revenue of the Company during the financial year 2022-2023 was Rs. 1381.99 Lakhs against the total revenue of Rs. 1860.94 Lakhs of previous financial year 2021-2022.

The total expenses of the Company during the financial year 2022-2023 was Rs. 1374.25 Lakhs against the expenses of Rs. 1914.04 Lakhs of the previous financial year 2021-2022.

During the F.Y. 2022-2023, your Company has incurred a profit of Rs. 7.14 Lakhs as compared to the loss of Rs. 53.10 Lakhs of the previous financial year 2021-2022.

3. DIVIDEND:

In view of loss, the Company shall have working capital requirement in near future hence with a view to provide cushion for any financial contingencies in the future and to strengthen the financial position of the Company, your Directors have decided not to recommend any dividend for the year ended 31st March, 2023.

4. TRANSFER TO RESERVES:

Pursuant to provisions of Section 134(1)(j) of the Companies Act 2013, the Company has not proposed to transfer any amount to general reserve account of the Company during the year under review.

5. CHANGE IN NATURE OF BUSINESS, IF ANY:

There is no change in the nature of business of the Company. The Company had been working efficiently during the year. The Board of Directors report a satisfactory performance of the Company in terms of both financial and operational performance.

6. FINANCE:

The Company continued to focus on operational improvement also keeping continuing focus on operational levels of inventory, sound business performance, operating efficiencies in main segment of business and cost saving drive across the organization, which has helped it to manage the cash flow from business operations.

Your Company has utilized the financial resources for the purpose for which same were availed and there is no deviation in the same.

7. DEPOSITS:

The Company has neither accepted nor renewed any deposits falling within the purview of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time, during the year under review and therefore details mentioned in Rule 8(5) (v) & (vi) of Companies (Accounts) Rules, 2014 relating to deposits, covered under Chapter V of the Act is not required to be given.

8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT:

The particulars of investments made and loans given to subsidiaries has been disclosed in the financial statements in notes of the standalone financial statements.

9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 IN AOC- 2:

All contracts/arrangements/transactions that were entered by the Company during the financial year under review, are done on Arm's length basis and in the ordinary course of business.

The disclosure of particulars of contracts/arrangements entered into by the Company with the Related Parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 is not applicable to the Company.

10. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

The provisions of section 125(2) of the companies act, 2013 are not applicable to the Company as the Company has not declared any dividend and paid the same last year. The Company does not have any dividend unpaid or unclaimed for the period of seven years, thus there are no funds which are needed to be transferred to IEPF during the year under review.

11. COMMENTS BY THE BOARD ON QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE AUDITORS IN THEIR REPORT:

The Statutory Auditors & Internal Auditor, have not given any Qualification, Reservation, Adverse Remark or Disclaimer in their report for the Financial Year ended on 31st March, 2020.

The Observations made by the Statutory Auditors & Internal Auditor are self-explanatory and have been dealt with an Independent Auditor's Report and its Annexure forming part of this Annual Report and hence do not require any further clarification.

The observation / remarks of the Secretarial Auditor and comment of the Board of Directors are as under

Secretarial Auditor observation / remarks	Board Reply
Some of the Intimations under the provisions of the Companies Act, 2013 have been filed after the lapse of statutory time period. However, necessary additional fees have been remitted for such delay;	Wherever there is filing of ROC e-Forms the Company has paid the requisite additional fees.

There was delay in submission to National Stock Exchange of India Limited, the Outcome of Meetings of the board of directors held on 17th May 2022;	The Board has noted the same and will adhere to the compliance in future.
The financial results for the six months and year ended on 31st March 2022 was approved in the Board Meeting held on 02nd June 2022;	The Board has noted the same and will adhere to the compliance in future.
There was delay in intimation to National Stock Exchange of India Limited about the Resignation of Mr Kewal Kundanlal Handa (Director)	The Board has noted the same and will adhere to the compliance in future.

There has been no instance of fraud reported by the statutory auditors under Section 143(12) of the Companies Act, 2013.

12. REPORTING OF FRAUDS BY AUDITORS:

There has been no instance of fraud reported by the statutory auditors under Section 143(12) of the Companies Act, 2013.

13. MAINTENANCE OF COST RECORDS AS PER SUB SECTION (1) OF SECTION 148 OF THE ACT:

The provisions of section 148(1) of the Companies Act, 2013, for the maintenance of the cost records are not applicable to the Company.

14. THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO, IN SUCH MANNER AS MAY BE PRESCRIBED:

i) Conservation of energy:

Your Company is using various low power devices, which help in conservation of energy.

ii) Technology absorption:

The Company is using latest technology and indigenization, which keeps on absorbing latest technology for the betterment of society at large.

iii) Foreign exchange earnings and Outgo:

Foreign Exchange Outgo: Nil

Foreign Exchange Earnings: Nil.

15. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of the Company comprises an optimum combination of executive, non-executive and independent directors.

A. Present composition of Board of Directors: As on the date of this report, Board of Directors of the Company comprises of total five directors. The Composition of the Board of Directors as on date of this report is as under:

Sr. No.	Name of Directors	DIN	Designation
1	Mr. Nivrutti Pandurang Kedar	06980548	Managing Director
2	Mr. Somnath Khanderao Date	09843323	Non-Executive Director & Chairman
3	Mr. Hiren Makwana	10048026	Independent Director
4	Mrs. Kavita Pandare	09109027	Independent Director
5	Mr. Mayur Bhatt	08715614	Independent Director

B. Changes in Board of Directors & Key Managerial Personnel during the year under review:

During the period under review the following changes are made:

- Mr. Vijaykumar Hanmant Kshirsagar, was redesignated as Non-Executive Director from Whole-Time Director with effect from 23rd September 2022;
- Ms. Akshada Sanjay Bhase, Company Secretary & Key Managerial Personnel resigned with effect from 17th April 2022;
- Mr. Ajit Vilas Kulkarni, Chief Financial Officer & Key Managerial Personnel resigned with effect from 11th November 2022;
- Ms. Saloni Vilas Gangwal, was appointed by the Board of Directors on 16th October 2022 as Company Secretary & Key Managerial Personnel;
- Mr. Somnath Khanderao Date was appointed by the Board of Directors on 04th January 2023 as Additional Non-Executive Director;
- Ms. Shahina Hamid Mukadam, Independent Director resigned with effect from 05th January 2023;
- Mr. Kewal Kundanlal Handa, Independent Director resigned with effect from 20th January 2023;
- Mr. Nivrutti Pandurang Kedar, was designated as Chairman of the Board with effect from 9th February, 2023;
- Mr. Arjun Ramji Makani, Non-Executive Director resigned with effect from 18th February 2023;
- Mr. Shyam Sundar Dash, Managing Director resigned with effect from 18th February 2023;
- Mr. Vijaykumar Hanmant Kshirsagar, Non-Executive Director resigned with effect from 18th February 2023;
- Mr. Hiren Makwana was appointed by the Board of Directors on 18th February 2023 as Additional Independent Director;
- Mr. Tushar Madhukar Belgaonkar was appointed by the Board of Directors on 18th February 2023 as Chief Financial Officer & Key Managerial Personnel;
- Mr. Mayur Bhatt was appointed by the Board of Directors on 18th February 2023 as Additional Independent Director;
- Mr. Somnath Khanderao Date was designated as Chairman of the Board with effect from 18th February, 2023;
- Mr. Ajay Raghunathrao Saraf, Independent Director resigned with effect from 28th February 2023;
- Ms. Kavita Padare, was appointed by the Board of Directors on 11th March 2023 as Additional Independent Director;
- Mr. Hiren Makwana & Mr. Hiren Makwana, were regularised as Directors in the Extra Ordinary General Meeting held on 11th March 2023;
- Mr. Ulka Krishna Kulkarni, Independent Director resigned with effect from 27th March 2023.
- Ms. Saloni Vilas Gangwal, Company Secretary & Key Managerial Personnel resigned with effect from 31st March 2023.

C. Appointment of Directors retiring by Rotation:-

Pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, 2/3rd of the directors are liable to retire by rotation, and if eligible offer themselves for re-appointment. Accordingly: -

In the ensuing Annual General Meeting Mr. Nivrutti Pandurang Kedar (DIN: 06980548), director of the Company liable to retire by rotation and being eligible offers himself for re-appointment.

D. STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR:

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field / profession and who can effectively contribute to the Company's business and policy decisions are considered by the Board of Directors, for

appointment, as an Independent Director on the Board. The Board of Directors inter alia considers qualification, positive attributes, area of expertise and number of Directorship(s) and Membership(s) held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence.

The Board of Directors on the recommendation of the NRC Committee has appointed Mr. Hiren Makwana (DIN: 10048026), Mrs. Kavita Pandare (DIN: 09109027), Mr. Mayur Bhatt (DIN: 08715614) as Independent Directors of the Company w.e.f. 18th February, 2023, 11th March, 2023 and 18th February, 2023 respectively. In the opinion of the Board, they possess requisite expertise, integrity and experience.

E. NUMBER OF BOARD MEETINGS:

During the year under review there were 11 (Eleven) Board Meetings held. The Board of director meets at regular intervals to discuss and decide on Company/business policy and strategy. The details of Board meeting held during the year are as under:

Sr. No.	Date of meeting	Total number of directors on the date of meeting	No. of Directors attended	% of Attendance
1	14/05/2022	8	8	100%
2	17/05/2022	8	8	100%
3	28/05/2022	8	8	100%
4	02/06/2022	8	8	100%
5	23/09/2022	8	8	100%
6	16/10/2022	8	8	100%
7	14/11/2022	8	8	100%
8	04/01/2023	8	8	100%
9	09/02/2023	8	8	100%
10	18/02/2023	4	4	100%
11	11/03/2023	5	5	100%
12	30/03/2023	5	5	100%

During the year under review, Independent Directors Meeting was held on 30th March, 2023 to review the performance of Non-Independent Directors and the overall performance of the Board of the Company.

16. CHANGES IN THE SHARE CAPITAL:

During the year under report the Authorized Share Capital of the Company was increased from Rs. 6.69 Crore to Rs. 26.50 Crore w.e.f. 14th March, 2023 and Paid-up share Capital was increased from Rs. 6.69 Crore to Rs. 10.29 Crore w.e.f. 29th April, 2023.

17. SHARES:

Rights Issue:

The Company has not made any Right Issue during the year under review.

Buyback of Shares:

The Company has not bought back any of its securities during the year under review.

Sweat Equity:

The Company has not issued any Sweat Equity Shares during the year under review.

Employee Stock Option Plan:

The Company has not provided any Stock Option Scheme to the employees.

Shares with Differential Rights:

The Company has not issued equity shares with differential voting rights during the period under review.

Preferential Issue:

The Board of Directors at its meeting held on 18th February 2023 and approval of the members of the Company at their Extra-Ordinary General Meeting held on 14th March 2023 have approved;

a. To create, offer, issue and allot from time to time, in one or more tranches upto 36,00,000 (Thirty-Six Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Each) for cash at an issue price of Rs. 20.70/- (Rupees Twenty & Seventy Paise Only) at a premium of Rs. 10.70/- (Rupees Ten & Seventy Paise Only) per share aggregating to Rs. 7,45,20,000/- (Rupees Seven Crore Forty-Five Lakhs Twenty Thousand Only) by way of preferential issue to the Non-Promoters Category of allottees;

b. To create, offer, issue and allot from time to time, in one or more tranches upto 1,58,10,000 (One Crore Fifty-Eight Lakhs Ten Thousand) Fully Convertible Warrants ("Warrants/Convertible Warrants") for cash at an issue price of Rs. 20.70/- (Rupees Twenty & Seventy Paise Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company ("Equity Shares") at a premium of Rs. 10.70/- (Rupees Ten & Seventy Paise Only) per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 32, 72,67,000/- (Rupees Thirty-Two Crore Seventy-Two Lakhs Sixty-Seven Thousand Only) by way of preferential issue to the Non-Promoters Category of allottees.

18. COMMITTEES OF THE BOARD:

The Company being listed entity has formed Committees as required under the Companies Act, 2013. Accordingly, as on 31st March, 2023 and presently the board has three (3) committees i.e. Audit Committee, Nomination and Remuneration Committees, Stakeholders Relationship Committee, constitution of which are given below:

A. AUDIT COMMITTEE: -

Name	Designation	Attendance and position held at the Committee Meetings held on			
		28/04/2022	02/06/2023	23/09/2022	14/11/2022
*Mr. Ajay Raghunathrao Saraf	Independent Director	Yes	Yes	Yes	Yes
		Member & Chairman	Member & Chairman	Member & Chairman	Member & Chairman
**Mr. Shyam Sundar Dash	Managing Director	Yes	Yes	Yes	Yes
		Member	Member	Member	Member
***Ms. Ulka Krishna Kulkarni	Independent Director	Yes	Yes	Yes	Yes
		Member	Member	Member	Member

* Ceased to be member of Audit Committee w.e.f. 28th February, 2023.

** Ceased to be member of Audit Committee w.e.f. 15th February, 2023.

*** Ceased to be member of Audit Committee w.e.f. 27th March, 2023.

Note:

- Mr. Mayur Bhatt was appointed as Independent Director of the Company w.e.f. 18th February, 2023 and appointed as a member of this committee w.e.f. 11th March, 2023.

- Mr. Hiren Makwana was appointed as Independent Director of the Company w.e.f. 18th February, 2023 and appointed as a member of this committee w.e.f. 11th March, 2023.
- Mrs. Kavita Pandare was appointed as Independent Director of the Company w.e.f. 11th March, 2023 and appointed as a member of this committee w.e.f. 11th March, 2023.

The term of reference of Audit Committee is as below:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions;
 - vii. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft Prospectus/ Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence, performance and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
18. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases.
19. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
21. To investigate any other matters referred to by the Board of Directors;
22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

B. NOMINATION AND REMUNERATION COMMITTEES: -

Name	Designation	Attendance at the Committee Meetings held on						
		17/05/22	02/06/22	23/09/22	16/10/22	04/01/23	18/02/23	11/03/23
**Ms. Ulka Krishna Kulkarni	Independent Director	Yes	Yes	Yes	Yes	Yes	Yes	No
		Member	Member	Member	Member & Chairman	Member	Member	Member
***Mr. Kewal Kundanlal Handa	Independent Director	No				Yes	NA	NA
		Member	Member & Chairman	Member & Chairman	Member	Member		
***Mr. Ajay Raghunathrao Saraf	Independent Director	Yes	Yes	Yes	Yes	Yes	Yes	Yes
		Member & Chairman	Member	Member	Member	Member & Chairman	Member & Chairman	NA
****Mr. Somnath Date	Independent Director	NA	NA	NA	NA	NA	Yes	Yes
							Member	Member
Mr. Nivrutti Kedar	Manging Director	NA	NA	NA	NA	NA	Yes	Yes
							Invitee	Invitee
*****Mr. Mayur Bhatt	Independent Director	NA	NA	NA	NA	NA	NA	Yes
								Member
*****Mr. Hiren Makwana	Independent Director	NA	NA	NA	NA	NA	NA	Yes
								Member

* Ceased to be a member of this Committee consequent to her resignation from the Office of Independent Director w.e.f. 27th March, 2023.

** Ceased to be a member of this Committee consequent to his resignation from the Office of Independent Director w.e.f. 20th January, 2023.

*** Ceased to be a member of this Committee consequent to his resignation from the Office of Independent Director w.e.f. 28th February, 2023.

**** Appointed as a member of this Committee w.e.f. 11th March, 2023.

***** Mr. Mayur Bhatt was appointed as Independent Director of the Company w.e.f. 18th February, 2023 and appointed as a member of this committee w.e.f. 11th March, 2023.

***** Mrs. Kavita Pandare was appointed as Independent Director of the Company w.e.f. 11th March, 2023 and appointed as a member of this committee w.e.f. 11th March, 2023.

Note:

Ms. Kavita Pandare, Independent Director of the Company was appointed as member of this Committee w.e.f. 11th March, 2023.

The term of reference of Nomination & Remuneration Committee is as below:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of independent directors and the Board;
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
4. Devising a policy on Board diversity; and
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The Remuneration Policy of the Company is available on the website of the Company at the link <https://www.rmdrip.com/investors.html>.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE: -

Name	Designation	Attendance at the Committee Meetings held on
		17/05/2022
*Mr. Kewal Kundanlal Handa	Independent Director	No
		Member
Ms. Nivrutti Pandurang Kedar	Director	Yes
		Chairman & Member
**Mr. Ajay Raghunathrao Saraf	Independent Director	Yes
		Member

* Ceased to be a member of this Committee consequent to his resignation from the Office of Independent Director w.e.f. 20th January, 2023.

** Ceased to be a member of this Committee consequent to his resignation from the Office of Independent Director w.e.f. 28th February, 2023.

- Mr. Mayur Bhatt was appointed as Independent Director of the Company w.e.f. 18th February, 2023 and appointed as a member of this committee w.e.f. 11th March, 2023.
- Mr. Hiren Makwana was appointed as Independent Director of the Company w.e.f. 18th February, 2023 and appointed as a member of this committee w.e.f. 11th March, 2023.

- Mrs. Kavita Pandare was appointed as Independent Director of the Company w.e.f. 11th March, 2023 and appointed as a member of this committee w.e.f. 11th March, 2023.

The term of reference of Stakeholders Relationship Committee is as below:

1. Efficient transfer of shares; including review of cases for refusal of transfer/ transmission of shares and debentures;
2. Redressal of security holder's / investor's complaints Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
3. Reviewing on a periodic basis the approval / refusal of transfer or transmission of shares, debentures or any other securities;
4. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
5. Allotment and listing of shares;
6. Reference to statutory and regulatory authorities regarding investor grievances; and
7. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
8. Any other power specifically assigned by the Board of Directors of the Company.

19. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to section 134(3)(c) of the Companies Act, 2013, the Directors confirms that:

- a. In the preparation of the annual accounts for the year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022;
- 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 have prepared the annual accounts on a 'going concern' basis; and
- e. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. 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.

20. DISCLOSURE OF ACCOUNTING TREATMENT:

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

21. DECLARATIONS BY THE INDEPENDENT DIRECTORS:

The Independent Directors have given their declarations under Section 149(6) and Section 149(7) of the Companies Act, 2013 and the Rules made there under. The Independent Directors meet the criteria of the independence as specified in Section 149 of the Act and

Regulation 16(b) of the SEBI (Listing obligations and Disclosures Requirements) Regulations, 2015.

22. STATUTORY AUDITORS:

M/s Prakash G. Pathak & Company Chartered Accountants, have tendered their resignation from the position of Statutory Auditors, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

The Board of Directors in their meeting held on 07th September 2023, on the recommendations of the Audit Committee, have considered and approved the appointment of M/s MASD & Co. LLP, Chartered Accountants having FRN 146249W as “Statutory Auditors” of the Company to fill the casual vacancy caused by the resignation of M/s Prakash G. Pathak & Company Chartered Accountants with effect from 07th September 2023, subject to approval of shareholders in the ensuing Annual General Meeting.

Further, on recommendations of the Audit Committee, the Board of Directors have proposed the appointment of M/s MASD & Co. LLP, Chartered Accountants having FRN 146249W as “Statutory Auditors” of the Company for a term of 5 years, subject to approval of shareholders in the ensuing Annual General Meeting.

The Statutory Auditors have confirmed they are not disqualified from continuing as Auditors of the Company. There are no qualifications or adverse remarks in the Auditors’ Report which require any clarification/explanation. The Notes on financial statements are self-explanatory, and needs no further explanation. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company during the year under review

23. INTERNAL AUDITOR:

Pursuant to provisions of Section 138 of the Companies Act, 2013, M/s S. S. Patki & Co. Chartered Accountants, Nashik, internal auditor has conducted the Internal Audit of the Company for F.Y. 2022-2023.

24. SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT:

Mr. Poonamchand Kanojia, Company Secretary in Practice, Mumbai, was appointed to conduct the secretarial audit of the Company for the financial year 2022 - 2023, pursuant to provisions of Section 204 of the Companies Act, 2013 along with Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 and other applicable provisions of the Act.

The Secretarial Audit Report for the Financial Year ended 31st March 2023, is annexed herewith marked as **ANNEXURE I** to this Report.

25. EXTRACT OF ANNUAL RETURN:

Pursuant to Section 92 (3) of the Companies Act 2013 the copy of annual return is available on web link viz. <https://www.rmdrip.com/investors.html> on the website of the Company.

26. CORPORATE GOVERNANCE:

The Equity Shares of the Company are listed on the SME platform (NSE-emerge) of NSE. Further, Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance is not applicable to the Company as the Company is listed on the SME platform (NSE-emerge) of NSE. Hence the Company is not required to disclose information as covered under Para (C), (D) and (E) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

27. MANAGEMENT DISCUSSIONS & ANALYSIS REPORT:

Management Discussion & Analysis report for the year under review as stipulated under Regulation 34(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as **ANNEXURE II** hereto and forms part of this Report.

28. PARTICULARS OF EMPLOYEES:

Pursuant to Section 197(12) of the companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 a statement containing such details enclosed as per **ANNEXURE III** of the Board's Report.

29. CERTIFICATION FROM CHIEF FINANCIAL OFFICER/CHIEF EXECUTIVE OFFICER OF THE COMPANY:

The Company has obtained a Compliance Certificate in accordance with Regulation 17(8) of SEBI (Listing obligations and disclosures Requirements) Regulations, 2015 from **Mr. Nivrutti Pandurang Kedar**, Managing Director of the Company. The same is enclosed as **ANNEXURE IV** of the Board's Report.

30. DETAILS OF SUBSIDIARY/ JOINT VENTURE:

Company does not have any Wholly Owned Subsidiary or Subsidiary Company and Joint Venture hence declaration regarding the same is not required.

31. FORMAL ANNUAL EVALUATION:

The evaluation/assessment of the Directors/KMPs and the senior officials of the Company is to be conducted on an Annual basis to satisfy the requirements of the Companies Act, 2013. The Company has devised a policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the Board as a whole.

The Company's Nomination and Remuneration committee has set up formal mechanism to evaluate the performance of board of directors as well as that of its committees and individual directors, including chairman of the board, key managerial personnel / senior management etc.

The evaluation exercise is being carried out through an evaluation process covering aspects such as composition of the board, experience, competencies and governing issues etc.

32. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES:

Remuneration Policy which includes the Director's Appointment and Remuneration and criteria for determining qualifications, positive attributes, independence of the Directors and other matters are made available on the website of the Company at the link <https://www.rmdrip.com/investors.html>

33. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company is well equipped with adequate internal financial controls. The Company has a continuous monitoring mechanism which enables the organization to maintain the same standards of the control systems and help them in managing defaults, if any, on timely basis because of strong reporting mechanisms and review process of the management and independently by the Internal Auditors. In our view, the Internal Financial Controls, affecting the Financial Statements are adequate and are operating effectively.

34. INSURANCE:

All the properties and insurable interest of the Company to the extent required are adequately insured.

35. CORPORATE SOCIAL RESPONSIBILITY:

Your Company does not fulfil criteria for class or classes of companies, as prescribed under Section 135 (1) of Companies Act, 2013; hence no CSR policy was designed and implemented by the Company during the year ended on 31st March, 2023.

36. RISKS MANAGEMENT POLICY:

The Company has well laid out risk management policy, which periodically assess the threats and opportunities that will impact the objectives set for the Company as a whole. The Policy is designed to provide the categorization of risk into threat and its cause, impact, treatment and control measures. As part of the Risk Management policy, the relevant parameters for protection of environment, safety of operations and health of people at work are monitored regularly. The Risk Management Policy of the Company is available on the website of the Company at the link <https://www.rmdrip.com/investors.html>

37. ENVIRONMENT AND SAFETY:

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

38. VIGIL MACHANISM/ WHISTLE BLOWER:

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism of reporting illegal or unethical behaviour. The Company has a vigil mechanism policy wherein the Directors and employees are free to report violations of law, rules and regulations or unethical conduct, actual or suspected fraud to their immediate supervisor or provide direct access to the Chairman of the Audit Committee in exceptional cases or such other persons as may be notified by the Board. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

The Vigil Mechanism Policy of the Company is available on the website of the Company at the www.rmdrip.com/investors.html

39. CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed and disclosures to be made while dealing with the shares of the Company as well as consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company's Shares.

40. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

There has been no significant and material order passed by any regulators or courts or tribunals, impacting the going concern status of the Company and its future operations.

41. DETAILS OF PAYMENT OF COMMISSION FROM SUBSIDIARIES IN TERMS OF SECTION 197(14) OF THE COMPANIES ACT, 2013:

The Company has not paid any commission from its Subsidiary Company and hence this point is not applicable.

42. DETAILED REASONS FOR REVISION OF FINANCIAL STATEMENTS AND REPORT OF THE BOARD IN TERMS OF SECTION 131(1) OF THE COMPANIES ACT, 2013:

The Company was not required to revise its financial statements or report of the Board during the financial year under review and hence this point is not applicable.

43. 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:

There was no instance of onetime settlement with any Bank or Financial Institution.

44. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.

45. HUMAN RESOURCES DEVELOPMENT:

Your Company recognizes it's Human Resources as the most valuable and critical assets. This attitude is reflected in the work environment and the culture promoted by your Company. Your Company believes in recruiting only highly competent, enterprising employees and providing them the liberty to pursue newer avenues that advance their professional growth in line with the advancement of your Company.

The team comprises of collectively exhaustive yet mutually exclusive, highly motivated individuals. Your Company, in addition to milestone-based appraisals, regularly hosts off-site outings and pushes various team members to attend training workshops and seminars for professional development. Owing to some focused and well executed HR management, your Company has been able to achieve some of the lowest churn levels in the industry and has also successfully streamlined internal HR policies and processes.

46. LISTING:

Equity shares of your Company is listed at National Stock Exchange of India on NSE SME Emerge platform w.e.f. 04/10/2017. The Annual Listing fees for F.Y. 2023-2024 have been paid to the concerned Stock Exchange.

47. SECRETARIAL STANDARDS:

During the year under review, the Company has complied with the provisions of the applicable Secretarial Standards issued by Institute of Company Secretaries of India. The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and such systems are adequate and operating effectively.

48. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESAL) ACT, 2013:

There was no case filled during the year, under the sexual harassment of women at workplace (Prevention, Prohibition & Redresser) Act, 2013. Further Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace and made the necessary policies for safe and secure environment for women employee.

The Company policy against Sexual Harassment of woman at workplace is available on the website of the Company at the Link <https://www.rmdrip.com/investors.html>.

The Annual Report on Sexual Harassment Policy for the period 1st April, 2022 to 31st March, 2023 is as under:

Complaints Status for the period 01/04/2022 To 31/03/2023

Total Complaints Received	0
Total Resolved Complaints	0
Total Pending Complaints	0
Total Complaints Withdrawn	0

49. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE 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 THE DATE OF THE REPORT:

a. The Board of Directors at its meeting held on 18th February 2023 and the members of the Company at their Extra-Ordinary General Meeting held on 11th March 2023 and pursuant to In-principle approvals granted by National Stock Exchange of India Limited vide their letter dated 20th April 2023 and upon receipt of the requisite application money the Board of Directors in their meeting held on Saturday 29th April 2023 considered and approved;

1. Allotment of 36,00,000 (Thirty-Six Lakhs) Equity Shares at an issue price of Rs. 20.70/- (Rupees Twenty & Seventy Paise only), having face value of Rs. 10/- (Rupees Ten Only) per share at premium of Rs. 10.70/- (Rupees Ten & Seventy Paise only); &

2. Allotment of 1,46,90,000 (One Crore Forty-Six Lakhs Ninety Thousand) fully Convertible Warrants ("Warrants/ Convertible Warrants") into Equity Shares for cash at an issue price of Rs. 20.70/- (Rupees Twenty & Seventy Paise only) per warrant convertible into equivalent number of Equity Shares having face value of Rs. 10/- (Rupees Ten Only) per share at premium of Rs. 10.70/- (Rupees Ten & Seventy Paise only);

Apart from the above there are no material changes and commitments affecting the financial position of the Company occurred during the financial year.

50. OTHER INFORMATION:

a. The Board of Director on February 18, 2023 received the request for reclassification from "Promoter / Promoter Group" to "Public" from;

Vijaykumar Hanmant Kshirsagar
Shubhangi Vijaykumar Kshirsagar
Arjun Ramji Makani
Lilaben Arjun Makani
Vinod Arjun Makani
Shivlal Arjun Makani

And the same approved by the shareholders through postal ballot on May 15, 2023.

b. The shareholders through postal ballot on May 15, 2023 approved the resolution for migration of listing / trading of equity shares of the company from Nse Emerge/Sme Exchange platform of National Stock Exchange of India Limited (NSE) to main board of National Stock Exchange of India Limited as well as on main board of Bse Ltd.

51. ACKNOWLEDGEMENT:

Your Directors take this opportunity to place on record the appreciation of the valuable contribution and dedication shown by the employees of the Company, RTA, Auditors and Practicing Company Secretary which have contributed to the successful management of the Company's affairs. The Directors also take this opportunity to thank all the stakeholders, Investors, Clients, Banks, Central & State Governments, Customers, Suppliers, Advisors, Consultants, Regulatory Authorities and Stock Exchange for their continued support.

For and behalf of R M Drip and Sprinklers Systems Limited

Sd/-

Somnath Khanderao Date

Chairman & Director

DIN 09843323

Place: Nashik

Date: 07th September 2023

ANNEXURE I SECRETARIAL AUDIT REPORT

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March, 2023

**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the
Companies (Appointment and Remuneration Personnel) Rules, 2014]**

Date: 07th September 2023

To,
The Members of,
R M Drip and Sprinklers Systems Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by R M Drip and Sprinklers Systems Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the R M Drip and Sprinklers Systems Limited'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 authorised representatives during the conduct of secretarial audit and as per the explanations given to us and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2023 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2023 according to the provisions of:

- I. The Companies Act, 2013 ('the Act') and the rules made there under (including any statutory modifications or re-enactment thereof);
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations / Bye-laws framed there under;
- 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; (Not Applicable during the Reporting Period under Review);
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable to the Company during the period under review;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable to the Company during the period under review;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable as there was no reportable event during the financial year under review);

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable as there was no reportable event during the financial year under review);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable as there was no reportable event during the financial year under review);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period);
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder from time to time to the extent applicable to the Company during the period under review;

VI. The Management has identified and confirmed the applicable Acts, Laws and Regulations specifically applicable to the Company being in Drugs and Pharmaceuticals Sector as given in **Annexure-1A**.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter known as SEBI LODR Regulations, 2015);

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

- *Some of the Intimations under the provisions of the Companies Act, 2013 have been filed after the lapse of statutory time period. However, necessary additional fees have been remitted for such delay;*
- *There was delay in submission to National Stock Exchange of India Limited, the Outcome of Meetings of the board of directors held on 17th May 2022;*
- *The financial results for the six months and year ended on 31st March 2022 was approved in the Board Meeting held on 02nd June 2022;*
- *There was delay in intimation to National Stock Exchange of India Limited about the Resignation of Mr Kewal Kundanlal Handa (Director)*

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year under review following changes took place in the composition of the Board of Directors and Key Managerial Personnel of the company:

- Mr. Vijaykumar Hanmant Kshirsagar, was redesignated as Non-Executive Director from Whole-Time Director with effect from 23rd September 2022;
- Ms. Akshada Sanjay Bhave, Company Secretary & Key Managerial Personnel resigned with effect from 17th April 2022;
- Mr. Ajit Vilas Kulkarni, Chief Financial Officer & Key Managerial Personnel resigned with effect from 11th November 2022;
- Ms. Saloni Vilas Gangwal, was appointed by the Board of Directors on 16th October 2022 as Company Secretary & Key Managerial Personnel;
- Mr. Somnath Khanderao Date was appointed by the Board of Directors on 04th January 2023 as Additional Non-Executive Director;

- Ms. Shahina Hamid Mukadam, Independent Director resigned with effect from 05th January 2023;
- Mr. Kewal Kundanlal Handa, Independent Director resigned with effect from 20th January 2023;
- Mr. Nivrutti Pandurang Kedar, was designated as Chairman of the Board with effect from 9th February, 2023;
- Mr. Arjun Ramji Makani, Non-Executive Director resigned with effect from 18th February 2023;
- Mr. Shyam Sundar Dash, Managing Director resigned with effect from 18th February 2023;
- Mr. Vijaykumar Hanmant Kshirsagar, Non-Executive Director resigned with effect from 18th February 2023;
- Mr. Hiren Makwana was appointed by the Board of Directors on 18th February 2023 as Additional Independent Director;
- Mr. Tushar Madhukar Belgaonkar was appointed by the Board of Directors on 18th February 2023 as Chief Financial Officer & Key Managerial Personnel;
- Mr. Mayur Bhatt was appointed by the Board of Directors on 18th February 2023 as Additional Independent Director;
- Mr. Somnath Khanderao Date was designated as Chairman of the Board with effect from 18th February, 2023;
- Mr. Ajay Raghunathrao Saraf, Independent Director resigned with effect from 28th February 2023;
- Ms. Kavita Padare, was appointed by the Board of Directors on 11th March 2023 as Additional Independent Director;
- Mr. Hiren Makwana & Mr. Hiren Makwana, were regularised as Directors in the Extra Ordinary General Meeting held on 11th March 2023;
- Mr. Ulka Krishna Kulkarni, Independent Director resigned with effect from 27th March 2023.
- Ms. Saloni Vilas Gangwal, Company Secretary & Key Managerial Personnel resigned with effect from 31st March 2023

With respect to the change in directorate during the period under review there has been Reconstitution of Various Committee/s of the Board as mentioned below.

Audit Committee of the Board

Name of the Director	Designation in Committee	Begin Date	End Date
Mr. Shyam Sundar Dash	Chairman	22-06-2016	18-02-2023
Ms. Ulka Krishna Kulkarni	Member / Chairperson	28-06-2017	27-03-2023
Mr. Ajay Raghunathrao Saraf	Member	01-11-2021	28-02-2023
Mr. Mayur Bharatbhai Bhatt	Member / Chairperson	18-02-2023	NA
Mr. Hiren Surendra Makwana	Member	18-02-2023	NA
Ms. Kavita Pandare	Member	11-03-2023	NA

Stakeholder Relationship Committee of the Board

Name of the Director	Designation in Committee	Begin Date	End Date
Mr. Ajay Raghunathrao Saraf	Chairman	01-11-2021	28-02-2023
Mr. Nivrutti Pandurang Kedar	Member	28-06-2017	27-03-2023
Mr. Kewal Kundanlal Handa	Member	28-06-2017	20-01-2023
Mr. Mayur Bharatbhai Bhatt	Member	18-02-2023	NA
Mr. Hiren Surendra Makwana	Member	18-02-2023	NA
Ms. Kavita Pandare	Member / Chairperson	11-03-2023	NA

Nomination And Remuneration Committee of the Board

Name of the Director	Designation in Committee	Begin Date	End Date
Mr. Ajay Raghunathrao Saraf	Chairman	01-11-2021	28-02-2023
Ms. Ulka Krishna Kulkarni	Member	28-06-2017	27-03-2023
Mr. Kewal Kundanlal Handa	Member	28-06-2017	20-01-2023
Mr. Somnath Khanderao Date	Member	04-01-2023	NA
Mr. Nivrutti Pandurang Kedar	Member	25-09-2014	NA
Mr. Mayur Bharatbhai Bhatt	Member / Chairperson	18-02-2023	NA
Mr. Hiren Surendra Makwana	Member	18-02-2023	NA
Ms. Kavita Pandare	Member	11-03-2023	NA

The aforementioned changes were carried out in conformity and compliance with the provisions of the Act.

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

All Major decisions of the board were unanimous and the same were captured and recorded as part of the minutes.

I further report that as represented by the Company and relied upon by me there are generally adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

I further report that during the audit period;

1. The Company had filed application for extension of Annual General Meeting for the financial year ended 31st March 2022, to the Registrar of Companies, Mumbai under the section 96(1) of the Companies Act, 2013 on 02/09/2022 and the same was approved on 22/09/2022 and the Registrar of Companies, Mumbai granted extension of 03 months 0 days for holding the Annual General Meeting;
2. The Board of Directors at its meeting held on 18th February 2023 and approval of the members of the Company at their Extra-Ordinary General Meeting held on 14th March 2023 have approved;
 - a. To create, offer, issue and allot from time to time, in one or more tranches upto 36,00,000 (Thirty-Six Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Each) for cash at an issue price of Rs. 20.70/- (Rupees Twenty & Seventy Paise Only) at a premium of Rs. 10.70/- (Rupees Ten & Seventy Paise Only) per share aggregating to Rs. 7,45,20,000/- (Rupees Seven Crore Forty-Five Lakhs Twenty Thousand Only) by way of preferential issue to the Non-Promoters Category of allottees;
 - b. To create, offer, issue and allot from time to time, in one or more tranches upto 1,58,10,000 (One Crore Fifty-Eight Lakhs Ten Thousand) Fully Convertible Warrants ("Warrants/ Convertible Warrants") for cash at an issue price of Rs. 20.70/- (Rupees Twenty & Seventy Paise Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company ("Equity Shares") at a premium of Rs. 10.70/- (Rupees Ten & Seventy Paise Only) per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 32, 72,67,000/- (Rupees Thirty-Two Crore Seventy-Two Lakhs

Sixty-Seven Thousand Only) by way of preferential issue to the Non-Promoters Category of allottees.

3. The Company had received a request on 16th February 2023 from the promoters of the Company as mentioned below, seeking reclassification as public under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
Vijaykumar Hanmant Kshirsagar
Shubhangi Vijaykumar Kshirsagar
Arjun Ramji Makani
Lilaben Arjun Makani
Vinod Arjun Makani
Shivlal Arjun Makani
The same was approved by the Board of Directors in their meeting held on 18th February 2023 subject to approval of shareholders.
4. M/s S. S. Patki & Co. was appointed as Internal Auditor for the financial year 2022-2023 in the Board Meeting held on 30/03/2023;
5. During the financial year there was Inter se Transfer of shares between the Promoter and Promoters Group in accordance with Regulation 10 (5) of SEBI (SAST) Regulations 2011.

For Poonamchand Kanojia & Co
Company Secretaries
Sd/
Poonamchand Kanojia
Proprietor
Membership Number A61027
COP Number 25658
PRC: 2170/2022
UDIN: A061027E000966580

Date: 07/09/2023
Place: Mumbai

This Report is to be read with our letter of even date which is annexed as Annexure-1A & 1B and forms an integral part of this report.

Annexure-1A

To,
The Members of,
R M Drip and Sprinklers Systems Limited

Sector Specific Laws as Applicable to the Company.

1. Protection of Women from Sexual Harassment Act, 2013;
2. The Environment (Protection) Act, 1986;
3. Air (Prevention and Control of Pollution) Act, 1981 and Rules issued by the State Pollution Control Boards;
4. Water (Prevention and Control of Pollution) Act, 1974 and Rules issued by the State Pollution Control Boards;
5. The Labour Law's, to the extent applicable to the Company.

Annexure-1B

To,
The Members of,
R M Drip and Sprinklers Systems Limited

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness, appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the Company or of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Poonamchand Kanojia & Co
Company Secretaries**

Sd/-

**Poonamchand Kanojia
Proprietor**

Membership Number A61027

COP Number 25658

PRC: 2170/2022

UDIN: A061027E000966580

Date: 07/09/2023

Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

Date: 17th July 2023

To,
R M Drip and Sprinklers Systems Limited
Registered Address
Gat No. 475, Village Gonde,
Taluka Sinnar Nashik Maharashtra 422113.

I have examined the relevant registers records forms returns and disclosures received from the Directors of R M DRIP AND SPRINKLERS SYSTEMS LIMITED having CIN L27200MH2004PLC150101 and having registered office at Gat No. 475, Village Gonde, Taluka Sinnar Nashik 422113 (hereinafter referred to as 'the Company') produced before me by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. #	Name of Director	DIN	Date of Appointment in Company	Date of Resignation
1	Nivrutti Pandurang Kedar	06980548	25-09-2014	N.A.
2	Mayur Bhatt	08715614	18-02-2023	N.A.
3	Kavita Pandare	09109027	11-03-2023	N.A.
4	Somnath Khanderao Date	09843323	04-01-2023	N.A.
5	Hiren Surendra Makwana	10048026	18-02-2023	N.A.
6	Ajay Raghunathrao Saraf	08590053	01-11-2021	28-02-2023
7	Arjun Ramji Makani	00385450	25-09-2014	18-02-2023
8	Kewal Kundanlal Handa	00056826	28-06-2017	20-01-2023
9	Shahina Hamid Mukadam	02082614	02-06-2022	05-01-2023
10	Shyam Sundar Dash	07502666	22-06-2016	18-02-2023
11	Ulka Krishna Kulkarni	07085469	28-06-2017	27-03-2023
12	Vijaykumar Hanmant Kshirsagar	00816360	20-12-2004	18-02-2023

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company.

My responsibility is to express an opinion on these based on my verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Disclaimer:

We have not been made available with details or clarification or non-Applicability certificate, with respect to debarment or disqualification pursuant to any order from civil or criminal court and thus we are unable to conclude any opinion on attraction of disqualification by any such order which have not been presented before us for reporting.

For Poonamchand Kanojia & Co
Company Secretaries
Sd/-
Poonamchand Kanojia
Authorised Signatory
Membership Number A61027
COP Number 25658
PRC: 2170/2022
Firm Unique Code S2022MH862100
UDIN: A061027E000623270

ANNEXURE II-MANAGEMENT DISCUSSION & ANALYSIS REPORT

While walking on the path of sustainable agricultural development it is realised that availability of water resources is considered as one of toughest hurdle to pass. Due to uncertainty of rain and increasing pressure of population growth on reservoirs, water resources are getting dry in shorter time than before. It is peak time realise and understand the importance of water and uncertain availability of it. Proper distribution of the available resources and conservative use of the same has become the most important fact to sustainable development.

The solution lies in implementing the innovative and advance models as contribution to higher efficiency of water usage. Micro irrigation is proved to be a one such efficient method which enables better control and monitoring of existing water. Recognizing the importance of micro irrigation, the current government manifesto has talked about Har Khet Ko Pani. However, in spite of the efforts made by central and state governments, the adoption of Micro irrigation by farmers needs more motivation.

MICRO IRRIGATION - A RELIEF FOR DROUGHT PRONE AREAS:

Indian agriculture is mostly dependent on monsoon as source of water for agricultural activities, but in situations where there is shortage or failure of monsoon in that particular year it gets disturbed which later results in farmer's distress and below average crop yields. Particularly in the drought prone areas/ parts of Maharashtra, Karnataka, Andhra Pradesh, Odisha, Gujarat, Madhya Pradesh, and Rajasthan among others this affects with much greater intensity. This makes the states like Maharashtra, Rajasthan, Gujarat, Haryana, Bihar, Karnataka and Andhra Pradesh high potential states for Micro Irrigation in India. Hence, Micro irrigation can not only save water but also increases the farmer's productivity.

COMPANY PROFILE:

R M Drip and Sprinklers Systems Limited designs and manufactures efficient, durable and simple systems within its factory. The Company also assists the farmers in designing and installation of its Sprinkler and Drip Irrigations systems according to their needs. The dealer network expands from Maharashtra, Madhya Pradesh, Gujarat, Karnataka and extended its market to Uttar Pradesh, Bihar and Jharkhand.

R M Drip and Sprinklers Systems Limited believe on the principle "Born to Serve the Farming Community". Considering this as motive, employees of the Company are trained and accustomed to work strategically to improve the quality and maintain the product standards. Company's world-class testing facility help to improve quality by timely analysis and quick implementation of its results. The laboratory is well equipped for analysing the various critical parameters of the product. Company's Quality Assurance department works hand in hand with the manufacturing team to achieve zero defects in the goods dispatched from the factory. The Company aims to achieve zero defects in every consignment it ships from its premises. Like no one else, RM Drip delivers on leading product brands, large scale operations, and global distribution to the irrigation industry and growing worldwide. The RM Drip approach combines the industry's leading irrigation products with the right people.

OUTLOOK ON IRRIGATION SECTOR:

Irrigation sector of India promises a great scope for growth and with no irrigation facilities is totally dependent on unpredictable monsoons. Proper irrigation facilities will provide food security, minimise dependence on monsoons, improves agricultural output and create rural job opportunities. Irrigation is the largest consumer of water in the country.

India's population is rapidly increasing so there is a need for the production to increase at a fast clip in order to meet the ever growing demand created with this population increase. Given this fact that land and water are limited resources, this would require an innovation

and improvement in the productivity of crops. With the need to increase productivity while saving water, micro irrigation will play a key role for the future of Indian Agriculture.

OPPORTUNITIES:

Micro irrigation system minimizes the conveyance loss. Also provides significantly higher water usage efficiency due to proximity and focused application. Efficient water use leads to multiple benefits such as increase in the area under irrigation as well as more usage of marginal/unirrigated or cultivable land.

The Company envisaged satisfactory growth over previous years. Government is providing various subsidies under Pradhan Mantri Krishi Vikas Yojna for Micro Irrigation all over the country. With over 1 decade's experience in manufacturing, the Customers are also growing rapidly. We have always maintained high quality standard and also created a good track record, at the same time, there is intense price pressure from the competitors and international financial crisis.

THREATS AND KEY RISKS:

Withdrawal of subsidies for micro irrigation is a key risk that could impact the growth of the Company. Poor monsoon, seasonality and cyclical nature of agriculture could affect the Company by having impact on the purchasing power of the farming community.

Micro Irrigation Industry also faces threats such as uneven distribution of rainfall, competition from unorganized sector, government policies and a constant fluctuation in raw material prices.

INITIATIVES:

Company is working constantly on improving the product quality, adoption of advanced technologies and reduction of costs at appropriate level and thereby to supply the efficient, advance and durable products to the Indian Farming Community helping maximize the Farming Productivity and Farm produce marketability. New machineries were installed to provide better result and to cope up with changing requirement of the industry. The employees at all levels are being made aware of the changing conditions and the challenges of the open market conditions and to train the personnel to tackle the difficult situations which will improve the overall technology, productivity, quality and profitability. Also initiatives were taken by Company to directly connect with farmers and also providing them quality services and requisite knowledge.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Significant financial highlights in F.Y. 2022-23 are as follows:-

a) Revenue from Operations

During the fiscal 2022-23, the Company has Revenue from Operations of Rs. 10.95 Crore as compared to the previous year's figure of Rs. 17.92 Crore.

b) Profit Before Tax (PBT)

During the fiscal 2022-23, the Company has incurred a profit of Rs. 7.74 lakhs as compared to the previous year's loss of Rs. 53.09 lakh.

c) Profit After Tax (PAT)

During the fiscal 2022-23, the Company has reported a profit of Rs. 2.89 lakhs as compared to the previous year's loss of Rs. 94.33 lakh.

INTERNAL CONTROL SYSTEM:

The Company has implemented a proper and adequate system of internal controls, to ensure the safeguarding of assets and their usage, maintenance of proper records, adequacy and reliability of operational information. The internal control is supplemented by an extensive audit by internal and external audit teams and periodic review by the top management, Audit Committee and Board of Directors.

HUMAN RESOURCES:

In current competitive economy, the proper utilization of human resources plays a crucial role. It begins with best practices in recruiting people and moves through learning and development, engagement, employee feedback and rewards and recognition. Towards this, your Company took various initiatives and has maintained healthy and harmonious industrial relations at all levels. The dedication and hard work of production and dynamic goal oriented team is the key factor to the success of your Company. We believe that hiring the right personnel and proper retaining has been the key to this success. To keep the Company and its human resource competitive, we organized various training programs and experts were engaged to train the employees at various levels. This active process of learning has allowed employees to enhance their competence and motivation.

FUTURE PLAN:

The main challenge before the Company is Working Capital Management. In order to overcome this challenge and to ensure robust financial health the Company plans to:

- + The Company has been registered under Maharashtra Jeevan Pradhikaran and are planning to manufacture HDPE pipes above 110mm to 300 mm for Jal Jeevan Scheme. This will led to increase in turnover of the Company.
- + The Company is sourcing raw material directly from manufacturers to curtain cost of traders.
- + The Company is planning to capture the State of Madhya Pradesh, Uttar Pradesh and Tripura to supply its products.
- + Marketing team has been increased three times as compared to previous year.

CAUTIONARY NOTE:

This report contains forward-looking statements based on certain assumptions and expectations of future events. Actual performance, results or achievements and risks and opportunities may differ from those expressed or implied in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.

ANNEXURE III-DISCLOSURE ON REMUNERATION OF MANAGERIAL PERSONNEL

Pursuant to section 197(12) of The Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014, the details are as follows:

- a) The ratio of the remuneration of each director to the median remuneration of the employee of the Company for the Financial year:-

Sr. No.	Name of Director / KMP	Remuneration of Director/ KMP for FY: 2022-23 Rs)	% increase in the remuneration for FY: 2021-2022	Ratio of Remuneration of each Director/to median remuneration of Employee
1	Mr. Nivrutti Pandurang Kedar (Managing Director)	NIL	NIL	NIL
2	Mr. Somnath Khanderao Date (Non-Executive Director)	NIL	NIL	NIL
3	Mr. Tushar Belgaonkar (CFO)	NIL	NIL	NIL
4	*Mr. Shyam Sundar Dash	NIL	NIL	NIL
5	*Mr. Vijaykumar Hanmant Kshirsagar	NIL	NIL	NIL
6	*Mr. Arjun Ramji Makani	NIL	NIL	NIL
7	**Mr. Ajit Kulkarni	55,362	NIL	0.30:1
8	**Akshada Bhave	8073	NIL	0.04:1
9	**Ms. Saloni Gangwal	91,017	NIL	0.50:1

*Mr. Shyam Sundar Dash, Mr. Vijaykumar Kshirsagar and Mr. Arjun Ramji Makani was resigned from directorship w.e.f. 18th February, 2023.

**Mr. Ajit Kulkarni was resigned from the post of Chief Financial Officer w.e.f. 11th November, 2022, Ms. Akshada Bhave was resigned from the post of Company Secretary w.e.f. 17th April, 2022 and Ms. Saloni Gangwal was resigned from the post of Company Secretary w.e.f. 31st March, 2023.

Since independent Non-executive Directors received no remuneration except sitting fees for attending board and committee meetings the required details are not applicable.

- b) The percentage increase in remuneration of each Director, Managing Director, Chief Financial Officer, and the Company Secretary in the Financial Year: **As per Point a.**
- c) The percentage increase in the median remuneration of employee in the Financial Year: **Nil**
- d) The number of permanent employees on the rolls of the Company as on March 31, 2022: **49 Nos. (Inclusive of KMP)**
- e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: **41 % decrease in overall salary of employees in the F.Y. 2022-23 as compared to last year.**
- f) The Company affirms remuneration is as per the remuneration policy of the Company.
- g) Information of employee drawing remuneration of Rs. 1.02 Crs per annum or Rs. 8.50 Lakhs per month for part of the year or more pursuant to Rule 5(2) of Chapter XII, the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014: **NIL**

ANNEXURE IV

**CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
(Pursuant to Regulation 17 (8) of Listing Obligation and Disclosure Regulation)**

To,
The Board of Directors,
R M Drip and Sprinklers Systems Limited
Registered Address: Gat No. 475, Village Gonde, Taluka Sinnar Nashik 422113 Maharashtra,
India.
Corporate Office: Plot No. 22, Bramhanand, Krushnaban Colony, Sadguru Nagar Road,
Koshiko Nagar, Nashik-422009, Maharashtra, India.

I, **Mr. Tushar Madhukar Belgaonkar**, Chief Financial Officer of **R M Drip and Sprinklers Systems Limited**, to the best of our knowledge and belief, certify that:

a) I have reviewed Financial Statements and the Cash Flow Statement of the Company for the year ended 31st March 2023 and that to the best of our knowledge and belief:

- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii. these statements together present a true and fair view of the Company's affair and are in compliance with existing Accounting Standards, applicable laws and regulations.

b) To the best of my knowledge and belief, no transactions entered into by the Company during the year ended 31st March 203 are fraudulent, illegal or violative of the Company's code of conduct.

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

d) During the year: -

- There have not been any significant changes in internal control over financial reporting;
- there have not been any significant changes in accounting policies; and
- there have been no instances of significant fraud of which we are aware that involve management or other employees have significant role in the Company's internal control system over financial reporting.

For R M Drip and Sprinklers Systems Limited

Sd/-

Tushar Madhukar Belgaonkar

Chief Financial Officer

Date: 07th September 2023

COMPLIANCE WITH THE CODE OF CONDUCT AND ETHICS

To,
The Board of Directors,
R M Drip and Sprinklers Systems Limited
Registered Address: Gat No. 475, Village Gonde, Taluka Sinnar Nashik 422113 Maharashtra, India.
Corporate Office: Plot No. 22, Bramhanand, Krushnaban Colony, Sadguru Nagar Road, Koshiko Nagar, Nashik-422009, Maharashtra, India.

In accordance with Regulation 17(5)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and Senior Management Personnel of the Company have confirmed compliance with the Code of Business Conduct and Ethics for the financial year ended 31st March, 2023.

For R M Drip and Sprinklers Systems Limited
Sd/-
Nivrutti Pandurang Kedar
DIN 06980548
Managing Director
Date: 07th September 2023

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF RM DRIP AND SPRINKLERS SYSTEMS LIMITED Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of **RM Drip and Sprinklers Systems Limited** ("the Company"), which comprise of the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, and the Statement of Cash Flows for the year ended on that date, and 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 financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit 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 specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter

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

- (a) Notes 8 & 16 to the financial statements, which state that Trade Payables' and Trade Receivables' balances are subject to confirmation.
- (b) Notes 9 to 18 to the financial statements, which state that Advances received from customers and Advances to customers, are subject to confirmation.

Our opinion is not modified in respect of this matter.

Other Matters

The financial statements for the year 2021-22 provided to us for audit purpose were prepared from the data partially retrieved from the corrupted original data, and partially re-entered data on the basis of certain reports available from the original data. The original data was in accounting module of the ERP software, namely SAP, whereas the retrieved and re punched data is on the Tally Software system. During the year, the company has retrieved and re-punched its data fully into the Tally Software System and the management has certified that the data is correct.

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. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
Revenue Recognition: Accounting for Sales.		
1.	Revenue is recognized when the control over the underlying products has been transferred to the customer.	Our audit procedures included: Focusing on the Company's revenue recognition for compliance with AS; Testing the design, implementation and operating effectiveness of the Company's manual and automated (Information Technology – IT) controls on recording revenue. We focused on controls around the timely and accurate recording of sales transactions.
2.	Principal Audit Procedure	Our Procedure involved: <ul style="list-style-type: none"> • Testing of the design and implementation of controls involved for determination of revenue from sales as well as their operating effectiveness. • Testing some sample of sales for appropriate identification of performance obligation. • Testing related information used in recording and disclosing the revenue in accordance with the Accounting Standard. • Obtaining the industry practice in the region. • Verifying Inventory records for confirming exclusion of sold stock from the total value of stock.

Management's Responsibility for the Financial Statements

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

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 responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objective is 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 includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all

relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse 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 Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and loss, and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the act, read with Rule 7 of the (Companies Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, as on March 31, 2023, none of the directors is disqualified 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 the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting, relying upon the certificate issued by the Internal Auditor in this respect.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, no remuneration has been paid by the Company to its directors during the year.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i- The Company has pending litigations having impact on its financial position in its financial statements; probable impact of the same is not disclosed in the financial statements. However, the management is of the opinion that considering the nature of the litigation, it will not have any material adverse impact on the financial position.
 - ii- The Company does not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii- There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv-
- (a) The management has represented that, to the best of its knowledge and belief, as disclosed in financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the 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 ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented that, to the best of its knowledge and belief, as disclosed in financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the funding parties'), 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 Funding party ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

v- Company has not declared any dividend during the year.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

for Prakash G Pathak & Company
Chartered Accountants
FRN 126975W

CA Atul Deshpande
Partner
Membership No: 118218
UDIN: 23118218BGSZNC5691

Place: Nashik
Date: August 29, 2023

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **RM DRIP AND SPRINKLERS SYSTEMS LIMITED** as on 31st March, 2023.

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **RM DRIP AND SPRINKLER SYSTEMS LIMITED** (“the Company”) as of March 31, 2023 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 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 internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were 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 control 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 controls 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 control 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 controls 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 the generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations 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.

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 controls 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, 2023, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for Prakash G Pathak & Company
Chartered Accountants
FRN 126975W

CA Atul Deshpande
Partner
Membership No: 118218
UDIN: 23118218BGSZNC5691

Place: Nashik
Date: August 29, 2023

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **RM DRIP AND SPRINKLERS SYSTEMS LIMITED** as on 31st March, 2023 and in regard to referred annexure we report that

i. (a) (A) 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 maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.

(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 maintained proper records showing full particulars of Intangible assets.

(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 a regular programme of physical verification of its Property, plant and equipment by which all Property, plant and equipment are verified during the year. No material discrepancies were noticed on such verification

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held 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 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 thereunder.

ii. (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records, that were 10% or more in the aggregate for each class of inventory

(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 been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets.

iii. 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 investment in, provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.

iv. In our opinion and according to the information and explanations given to us, paragraph 3(iv) of the Order in respect of loans, investment, guarantees, and security under provisions of section 185 and 186 of the Companies Act 2013 is not applicable to the company.

v. The Company has not accepted any deposits under section 73 to 76 of the Companies Act 2013.

vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

vii. (a) In our opinion, the Company has not generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were following undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period To which the Amount relates	Due Date	Date of Payment	Remarks, if any
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund	1,14,466	Sept, 22	15.10.2022	-	
The Employees' State Insurance Act, 1948	ESIC	2,08,368	Sept, 22	15.10.2022	-	
The Profession Tax Act, 1975	Profession Tax	21,075	Sept, 22	15.10.2022	-	
Central Goods and Services Tax Act, 2017 & State Goods and Services Tax Act, 2017	Demand as per order	61,41,554	May, 22	Till the date appeal is disposed off		
	Demand as per order	55,95,469	October, 22			

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows.

Name of the Statute	Nature of the Dues	Gross demand (Rs)	Paid under Protest (Rs)	Period to which the amount relates	Forum where dispute is pending
Central Goods and Services Tax Act, 2017 & State Goods and Services Tax Act, 2017	Demand as per order	61,41,554	-	2017-18	Deputy Commissioner of State Tax, Nashik
	Demand as per order	55,95,469	-	2018-19	

viii. 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.

ix (a) 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 defaulted in repayments of loans and in the payment of interest thereon to SBI. The amount of default is mentioned below;

Nature of borrowing including debt securities	Name of lender*	Amount not paid on due date	Whether Principal or interest
Term Loan 8247	State Bank of India	9,99,123	Principal
Term Loan 0586	State Bank of India	6,76,381	Principal
Term Loan 1564	State Bank of India	14,30,203	Principal
Term Loan 8028	State Bank of India	26,36,084	Principal
Term Loan 8247	State Bank of India	2,33,658	Interest
Term Loan 0586	State Bank of India	1,29,998	Interest
Term Loan 1564	State Bank of India	7,00,088	Interest
Term Loan 8028	State Bank of India	11,07,647	Interest

(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 been declared a willful 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, we report that the Company has not availed any term loans during the year under audit.

(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 funds raised on short term basis have not been utilized for long term purposes.

(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 of or 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.

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

xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the year under audit.

(b) According to the information and explanations given to us, as no frauds were committed during the year by the company or on the company under sub-section (12) of Section 143 of the Companies Act, 2013 is not required to be 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) 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 received any complaints relating to vigil/whistle-blowing mechanism as per sec 177 of the Companies Act, 2013..

xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable

xiii. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Accounting Standards.

xiv. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is not required to comply with section 138 of the Companies Act, 2013. Accordingly, clause 3(xiv) of the Order is not applicable.

xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

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

(c) 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.

(d) According to the information and explanations provided to us during the course of audit, the company is not part of any Group. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

xvii. The Company has not incurred cash losses in the current and in the immediately preceding financial year.

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

xix. According to the information and explanations given to us and 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's plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. In our opinion and according to the information and explanations given to us, the company is not required to comply with Section 135 of the Companies Act, 2013. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

for Prakash G Pathak & Company
Chartered Accountants
FRN 126975W

CA Atul Deshpande
Partner
Membership No: 118218
UDIN: 23118218BGSZNC5691

Place: Nashik
Date: August 29, 2023

R M Drip and Sprinklers Systems Limited

CIN : L27200MH2004PLC150101

Standalone Balance Sheet

As on 31st March 2023

(Rs. In Hundreds)

Particulars	Note No	As on 31-03-2023	As on 31-03-2022
I Equity and Liabilities			
Shareholders' Funds			
Share Capital	2	6,69,000.00	6,69,000.00
Reserves & Surplus	3	6,04,563.56	6,01,669.33
Non-Current Liabilities			
Long-term borrowings	4	3,34,113.80	1,29,433.07
Other long term liabilities	5	1,05,742.76	1,11,903.30
Long-term provisions	6	12,752.05	25,794.75
Current Liabilities			
Short-term borrowings	7	4,21,691.92	6,51,789.47
Trade payables	8		
- Micro, Small and Medium Enterprises			42,345.33
- Others		5,83,458.58	5,07,559.32
Other current liabilities	9	1,26,555.51	2,75,622.81
Short-term provisions	10	25,886.53	49,969.11
Total		28,83,764.71	30,65,086.49
II Assets			
Non-Current Assets			
Property, Plant & Equipments	11		
- Tangible		4,96,825.96	5,87,002.99
- Intangible		402.00	902.60
Non-current investments	12	111.00	5,587.50
Deferred Tax Asset (net)	13	5,305.77	10,151.58
Long term loans and advances	14	22,406.41	22,906.41
Current Assets			
Inventories	15	3,08,892.64	3,85,221.12
Trade receivables	16	14,90,629.16	18,04,036.58
Cash and cash equivalents	17	6,430.94	26,333.67
Short-term loans and advances	18	1,37,056.59	48,473.92
Other current assets	19	4,15,704.23	1,74,470.13
Total		28,83,764.71	30,65,086.49

See accompanying notes to the Financial Statements

As per our report of even date

for Prakash G. Pathak and Company

Chartered Accountants

FRN 126975W

for and on behalf of the Board of Directors

CA Atul Deshpande
Partner
Membership No: 118218

Nivrutti P. Kedar
Managing Director
DIN: 06980548

Somnath K. Date
Director
DIN : 09843323

Tushar M. Belgaonkar
Chief Financial Officer

Anita V. Pagare
Company Secretary
M. No. FCS 12565

Place :- Nashik
Date :- August 29, 2023

Place :- Nashik
Date :- May 27, 2023

R M Drip and Sprinklers Systems Limited

CIN : L27200MH2004PLC150101

Standalone Statement of Profit & Loss

for the year ended 31st March 2023

(Rs. In Hundreds)

Particulars	Note No	As on 31-03-2023	As on 31-03-2022
Revenues			
Revenues from operations	20	10,95,413.45	17,91,591.90
Other income	21	2,86,579.86	69,349.62
Total Revenues		13,81,993.31	18,60,941.52
Expenses:			
Cost of materials consumed	22	6,58,988.92	11,73,953.53
Changes in inventories	23	1,48,819.31	(1,03,400.11)
Employee benefit expenses	24	1,09,522.99	1,92,229.49
Finance costs	25	94,101.83	91,853.78
Depreciation and amortization expenses	11	89,014.21	1,11,369.98
Other expenses	26	2,73,806.01	4,48,033.57
Total Expenses		13,74,253.28	19,14,040.25
Profit /(Loss) before tax		7,740.03	(53,098.72)
Tax expenses			
Current tax			
Deferred tax expenses / (surplus)		4,845.81	41,235.47
Profit /(Loss) after tax		2,894.22	(94,334.19)
Earning per equity share			
Basic and Diluted	30	0.04	(1.41)

See accompanying notes to the Financial Statements

As per our report of even date

for Prakash G. Pathak and Company

Chartered Accountants

FRN 126975W

for and on behalf of the Board of Directors

CA Atul Deshpande

Partner

Membership No: 118218

Nivrutti P. Kedar

Managing Director

DIN: 06980548

Somnath K. Date

Director

DIN : 09843323

Tushar M. Belgaonkar

Chief Financial Officer

Anita V. Pagare

Company Secretary

Place :- Nashik

Date :- August 29, 2023

Place :- Nashik

Date :- May 27, 2023

R M Drip and Sprinklers Systems Limited

CIN : L27200MH2004PLC150101

Cash Flow Statement

As on 31st March 2023

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
<u>Cash Flow from Operating Activities</u>		
Net Profit/(Net Loss) Before Tax	7,740.03	(53,098.72)
Adjustments for-		
Depreciation	89,014.21	1,11,369.98
Provision for Gratuity and (Actuarial Gain)	563.26	2,413.83
Interest & Finance Cost	94,101.83	91,853.78
Interest Income	(1,658.21)	(1,369.27)
Dividend Income		-
Income Tax of Previous year		-
(Profit) / Loss on Sale of Asset	321.90	-
Other Non Operating income	(2,84,921.65)	(61,281.14)
Operating Profit/(loss) Before Working Capital Changes	(94,838.63)	89,888.46
Adjustments for Changes in Working Capital		
Increase/(Decrease) in Short-term Borrowings	(2,30,097.56)	72,984.75
(Decrease)/Increase in Trade Payables	33,553.93	2,74,239.32
(Decrease)/Increase in Short terms Provisions	(24,645.84)	1,569.13
(Decrease)/Increase in Other Current Liabilities	(1,49,067.30)	54,366.29
(Decrease)/Increase in Other Long Term Liabilities	(6,160.54)	44,380.00
(Decrease)/Increase in Long Term Provisions	(13,042.70)	2,380.38
Decrease / (Increase) in Inventories	76,328.48	(1,07,734.68)
(Increase)/ Decrease in Trade Receivables	3,13,407.42	(3,16,728.01)
Decrease / (Increase) in Short Term loans & Advances	(87,359.83)	20,689.90
(Increase)/ Decrease in Long Term loans & Advances	500.00	(80.00)
(Increase)/ Decrease in Other Current Assets	(2,41,234.10)	(36,689.00)
Cash generated from Operations	(4,22,656.66)	99,266.54
Income Tax Paid	(1,222.84)	(3,831.12)
Net cash from Operating activities (A)	(4,23,879.50)	95,435.42
<u>Cash Flow from Investing Activities</u>		
Purchase of Fixed Assets	(158.50)	(1,869.13)
Proceeds from Sale of Fixed Assets	1,500.00	-
(Increase)/ Decrease of Non-Current Investments	5,476.50	-
Interest Received	1,658.21	1,369.27
Other Non Operating Income	2,84,921.65	61,281.14
Net cash from Investing activities (B)	2,93,397.86	60,781.28

Cash Flow from Financing Activities		
Proceeds from Issue of Share Capital	-	-
Securities Premium received on Shares Issued	-	-
Expenses Directly Written off from Securities Premium	-	-
Net Proceeds from Long Term Borrowings	2,04,680.73	(1,68,553.93)
Interest Paid	(94,101.83)	(91,853.78)
Net Cash From Financing activities (C)	1,10,578.90	(2,60,407.71)
Net Increase in Cash and Cash equivalents (A+B+C)	(19,902.73)	(1,04,191.01)
Cash and Cash equivalents at the beginning of the year	26,333.67	1,30,524.68
Cash and Cash equivalents at the end of the year	6,430.94	26,333.67

As per our report of even date
for Prakash G. Pathak and Company
Chartered Accountants
FRN 126975W

for and on behalf of the Board of Directors

CA Atul Deshpande
Partner
Membership No: 118218

Nivrutti P. Kedar
Managing Director
DIN: 06980548

Somnath K. Date
Director
DIN : 09843323

Tushar M. Belgaonkar
Chief Financial Officer

Anita V. Pagare
Company Secretary
M. No. FCS 12565

Place : Nashik
Date :- August 29, 2023

Place :- Nashik
Date :- May 27, 2023

1. Significant Accounting Policies

- a) Basis of preparation of Financial Statements & Accounts:** - The financial statements & accounts are prepared under historical cost convention in accordance with the mandatory Accounting Standards as specified under section 133 of the Companies Act 2013, read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 and the relevant provisions of the Companies Act, 2013.
The Company has adopted accrual basis of accounting.
Accounting policies except specifically referred to, are consistent and in consonance with generally accepted accounting policies in India (Indian GAAP).
- b) Use of Estimates:** - The preparation and presentation of financial statements in conformity with the generally accepted accounting principles, requires estimate and assumptions to be made that affect the reported amounts of assets and liabilities, revenues and expenditures and disclosure of contingent liabilities. The estimates and assumptions used in accompanying financial statements are based upon management's evaluation of relevant facts and circumstances as on the date of financial statements. Difference between the actual results and estimates are recognized in the period in which result materialize/ are known.
- c) Inventories:** - Inventories are valued at lower of cost or net realizable value. Cost of Inventories comprises of purchase cost and other cost incurred in bringing inventories to their present location and condition. The cost is determined as under.
- i. Raw materials, stores, spares on FIFO basis.
 - ii. Finished Products – raw material cost plus conversion cost
 - iii. Work-in-Progress – raw material cost plus proportionate conversion cost up to stage of completion as on valuation date.
- d) Cash flow statement:** - Cash flows are reported using the indirect method as specified under Accounting Standard - 3, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.
- e) Revenue Recognition:** Revenue is recognized as follows
- i. Sales are recognized when goods are transferred with risks and rewards of ownership to the buyer and are recorded net of Duties, Taxes, and Trade Discounts & Rebates.
 - ii. Interest Income is recognised on a time proportion basis.
 - iii. Other non-operating income is recognised on a time proportion basis.
 - iv. Revenue from services are recognized as and when the services are rendered.
- f) Tangible Assets and Depreciation:** - Tangible Assets are stated at cost of acquisition inclusive of freight, non refundable duties and taxes and incidental expenses. Depreciation on Tangible Assets is provided in such a manner so that the cost of asset (Net of realizable value) will be amortized over their estimated remaining useful life on W.D.V basis as per the useful life prescribed under Schedule II to the Companies Act 2013. Depreciation for assets purchased / sold during the period is proportionately charged.
- g) Government Grants:** - Grants and Subsidies from the government are recognized when there is a reasonable assurance that
- a. The company will comply with the conditions attached to them and
 - b. Grant / Subsidy will be received.

h) Investments:- The company follows the accounting policy of valuing its current investments at cost or fair value whichever is lower and the long term investments are valued at cost except where there is a permanent decline in the value of investments.

i) Employee Benefits : -

All Short-term employee benefits are recognized at their undiscounted amount in the accounting period in which they are incurred.

Defined Contribution Plan

The Company is having defined contribution plan for post employment benefits in the form of Provident Fund. Under the Provident Fund Plan, the company contributes to a Government administered Provident Fund on behalf of employees. The company has no further obligation beyond making the Contribution.

Defined Benefit Plan

The Company has made provision for payment of Gratuity to its employees. This Provision is made as per the method prescribed under the Payment of Gratuity Act. The cost of providing gratuity under this plan is determined on the basis of actuarial valuation at each year end.

j) Borrowing Costs: - The Interest on cash credit and various term loans is charged to profit and loss account and classified under Finance costs. However, the interest on term loan and other borrowing costs that are attributable to acquisition, construction or production of qualifying assets are capitalised as a part of cost of such Assets.

k) Earnings Per Share: - Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period for all periods presented is adjusted for events, such as bonus shares, that have changed the number of equity shares outstanding, without corresponding change in the resources.

l) Taxes on Income: - Income Tax for the period is provided as per the provisions of the Income Tax Act, 1961 after considering various deductions available under the Act.

Deferred Tax Income is recognized for "timing differences" between the accounting income and the taxable income using the tax rates and laws that are enacted or substantially enacted as on the Balance Sheet date. The Deferred Tax Asset is recognized and carried forward only to the extent there is a reasonable certainty that the asset will be realized in future.

m) Intangible Assets: - Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a WDV basis commencing from the date the asset is available to the Company for its use. Software being intangible asset in the form of license to use the software is considered as integral part of computers and network. So management has decided to depreciate it as per the useful life of computer server and networks under WDV method as prescribed under schedule II of Companies Act 2013.

n) Impairment of Assets: - In accordance with (AS-28) – Impairment of Assets, the carrying amounts of the Company's assets including intangible assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indications exist, the assets recoverable amount is estimated, as the higher of the net

selling price and the value in use. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is assessed at the recoverable amount subject to a maximum of depreciable historical cost.

- o) Provisions and Contingent Liabilities:** - Provisions involving judgments and estimation in measurement of expenses are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

31 Additional Regulatory Information

1. The title deeds of immovable properties of land and buildings as disclosed in the financial Statements, are held in the name of Company.
2. There is no revaluation of company's Property, Plant and Equipment as on 31.03.2023 and 31.03.2022.
3. There are no Loans and advances in the nature of loans granted to promoters, KMPs, directors and related parties either severally or jointly with any other person as on 31.03.2023 and 31.03.2022.
4. There is no Capital-Work-in-Progress as on 31.03.2023 and 31.03.2022.
5. There are no Intangible assets under development as on 31.03.2023 and 31.03.2022.
6. There is no Benami property held as on 31.03.2023 and 31.03.2022.
7. The company is not declared as wilful defaulter by any authority.
8. The company does not have any transactions with companies struck off u/s 248 or 560 of the Companies Act, 2013.
9. Charge for the borrowing facility taken from State Bank of India is properly registered with Registrar of Companies. There are no other charges or satisfaction which are required to be registered with Registrar of Companies beyond the statutory period.
10. Section 2(87) of Companies Act, 2013 is not applicable to this company.
11. Compliance with approved scheme of arrangements u/s 230 to 237 of Companies Act, 2013 is not applicable to this company.
12. No funds of the company have been advanced / loaned / invested in any entity which is ultimate beneficiary. Similarly, company has not provided or received any guarantee / security from such ultimate beneficiaries. Further Company has not received any share premium during the year.
13. During the year company has not imported any material, there are no expenditure in foreign currency and no earnings in foreign exchange.

R M Drip and Sprinklers Systems Limited

CIN : L27200MH2004PLC150101

Notes attached to and forming part of Financial Statements

As on 31st March 2023

2 Share Capital		(Rs. In Hundreds)	
Particulars	As on 31-03-2023	As on 31-03-2022	
A) Authorized Share Capital			
2,65,00,000 Ordinary Equity Shares of Rs.10/- each	26,50,000.00	10,00,000.00	
(1,00,00,000 Ordinary Equity Shares of Rs.10/- each)			
	26,50,000.00	10,00,000.00	
B) Issued Subscribed & Paid-up Share Capital			
66,90,000 Ordinary Equity Shares of Rs.10/- each	6,69,000.00	6,69,000.00	
	6,69,000.00	6,69,000.00	

C) Reconciliation of shares outstanding at the beginning & at the end of the reporting period

Particulars	As on 31-03-2023	As on 31-03-2022
Equity Shares		
Balance of number of ordinary equity shares at the beginning of the year	66,90,000	66,90,000
Add : Shares issued and subscribed during the year		-
Add : Bonus Shares issued		-
Balance of number of ordinary equity shares at the end of the year	66,90,000	66,90,000

E) The rights, preferences and restrictions attached to each class of shares -

Equity Shares : The company has only one class of equity share having par value of Rs. 10 each. Each shareholder is eligible for one vote per share held. Further the ordinary equity Shares of the company have the rights and for one vote per share held. Further the ordinary equity Shares of the company have the rights and restrictions as prescribed in the Companies Act, 2013.

F) Details of shares held by its holding company in the Company - NIL

G) Details of Equity shares held by shareholders holding more than 5 % of aggregate shares in the Company.

Particulars	As on 31-03-2023	As on 31-03-2022
Nivrutti Pandurang Kedar		
No. of Shares Held	27,11,027	5,47,027
Percentage of holding	40.52%	8.18%
Arjun Ramji Makani		
No. of Shares Held	-	5,49,027
Percentage of holding	-	8.21%
Shubhangi Vijaykumar Kshirsagar		
No. of Shares Held	-	5,43,738
Percentage of holding	-	8.13%
Vijaykumar Hanmant Kshirsagar		
No. of Shares Held	-	7,68,661
Percentage of holding	-	11.49%
Shyam Sundar Dash		
No. of Shares Held	-	6,86,923
Percentage of holding	-	10.27%

H) Terms and details of shares reserved for issue under options and contracts/commitments - Nil

I) Details of ordinary equity shares issued in immediately preceding five years as on the date of Balance sheet. : Nil

J) Terms if any securities convertible into equity/preference share in descending order of conversion : Nil

K) Calls issued and unpaid : Nil

L) Paid Up value of Shares forfeited : Nil

M) Company's disclosure of Shareholding of Promoters:

Shares held by promoters at the end of the year				% Change during the year
S. No	Promoter Name	No. of Shares	% of total shares	
1	Nivrutti Pandurang Kedar	27,11,027	40.52%	32.35%
2	Arjun Ramji Makani	3,027	0.05%	-8.16%
3	Shubhangi Vijaykumar Kshirsagar	1,738	0.03%	-8.10%
4	Vijaykumar Hanmant Kshirsagar	661	0.01%	-11.48%
5	Shyam Sundar Dash	-	0.00%	-10.27%
6	Lilaben Arjun Makani	104	0.00%	0.00%
7	Surekha Nivrutti Kedar	2,44,104	3.65%	3.65%
8	Kedar Nivrutti Pandurang (HUF)	2,70,104	4.04%	4.04%
9	Shivlal Arjun Makani	104	0.00%	0.00%
10	Vinod Arjun Makani	4,104	0.06%	0.06%
11	Anuja Nivrutti Kedar	2,38,104	3.56%	3.56%
Total			0.52	5.65%

3 Reserves & Surplus

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
Securities Premium		
Opening Balance	7,76,070.43	7,76,070.43
For Shares issued during the year		-
Less: Utilised for Bonus Shares issued		-
Less: IPO Expenses Written Off (Refer Note no 3.1)		-
Balance at the end of the year	7,76,070.43	7,76,070.43
Surplus in Statement of Profit and Loss		
Balance of Surplus at the beginning of the year	(1,74,401.09)	(80,066.90)
Add: (Loss)/Profit for the year	2,894.22	(94,334.19)
Balance of (Deficit)/Surplus at the end of the year	(1,71,506.87)	(1,74,401.10)
Total Reserves and Surplus at the end of the year	6,04,563.56	6,01,669.33

4 Long-term borrowings

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
A) Secured Term Loans from Banks		
State Bank of India - Covid Loan (Refer Note no 4.1)	16,986.45	1,29,433.07
B) Unsecured Loans		
Loan from Directors	-	-
Mr. Arjun Makani	90,373.20	
Mr. Nivrutti Kedar	16,139.69	
Mr. Vijaykumar Kshirsagar	18,114.46	
Inter Corporate Deposit	1,92,500.00	
Total of Long Term Borrowing (A+B)	3,34,113.80	1,29,433.07

Term Loans

	ROI	Terms of Repayment
4.1. From State Bank of India		
State Bank of India - Covid Loan	7.40% to 9.25%	Repayable within 36 months starting from August 2021

Secured by hypothecation of Inventory and Book Debts, collateral of Land & Building of company and individual properties of directors and Personal Guarantee of Directors.

5 Other long term liabilities

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
Security Deposits from Dealers	1,05,742.76	1,11,903.30
	1,05,742.76	1,11,903.30

The company collects Security Deposits from Dealers through whom it transacts its business. These are refundable at the time of end of business with the dealers. Balances are subject to Confirmation & consequential adjustments, if any.

6 Long-term provisions
(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
(a) Provision for Gratuity Payable (Refer note 24.1)	10,277.57	16,124.80
(b) Provision for warranty (Refer note 6.1)	2,474.48	9,669.95
	12,752.05	25,794.75

6.1 In respect of warranties given by the Company on sale of certain products, the estimated costs of these warranties are accrued at the time of sale. Management used to estimate the cost of meeting the warranty obligation, regarding Micro Irrigation Systems sold, at 0.25% of the sale value until FY 21-22.

The estimates for accounting of warranties are reviewed and revisions are made as required by the management of the company. Therefore, on review of the historical data on warranty, the Management has revised its warranty estimate of the cost of meeting the warranty obligation, regarding Micro Irrigation Systems sold, at 0.5% of the sale value. Hence, the warranty provision was rationalized during FY 22-23, based on the historical data.

7 Short-term borrowings
(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
A) Secured Loans repayable on demand from Bank		
State Bank of India - CC	3,64,358.56	4,74,435.83
Current maturities of State Bank of India - Covid Loan	57,333.36	1,77,353.64
Total of Short Term Borrowings	4,21,691.92	6,51,789.47

Particulars	ROI	Terms of Repayment
State Bank of India.	11.8% (Floating)	Repayable on Demand

Secured by hypothecation of Inventory and Book Debts, collateral of Land & Building of company and individual properties of directors and Personal Guarantee of Directors.

8 Trade payables
(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
Due to Micro, Small and Medium Enterprises	-	42,345.33
Due to Others	5,83,458.58	5,07,559.32
	5,83,458.58	5,49,904.65

8.1 During the current year, the company has not classified its creditors as Micro, Small and Medium Enterprises as required under Micro, Small and Medium Enterprises Development Act 2006. Information required to be reported under the Act could not therefore be compiled for verification by the Auditor.

8.2 Trade payables are subject to confirmation, reconciliation and consequential adjustments.

9 Other current liabilities
(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
A) Advances received from customers		
Advances from Customers- Karnataka	-	1,96,570.37
Advances from Customers- Madhya Pradesh	-	-
Advances from Customers- Maharashtra	-	10,461.74
Advances from Customers- Gujarat	1,254.32	2,692.54
Advances from Customers- Bihar	-	63.57
Advances from Customers- Jharkhand	-	-
(Refer Note 9.1)		
Total A	1,254.32	2,09,788.22

Current Assets		(Rs. In Hundreds)	
Particulars	As on 31-03-2023	As on 31-03-2022	
B) Other payables			
Statutory Liabilities			
Profession Tax	(141.22)	381.50	
Provident Fund	(558.76)	1,511.57	
ESIC Payable	2,358.68	192.37	
MLWF Payable	(18.12)		
TDS Payable	12,337.17	19,832.27	
GST Payable	94,044.76	18,284.49	
Others			
Professional / Sitting Fees Payable	-	144.00	
Electricity Expenses	8,738.60	13,284.39	
Rent Payable	(1,000.00)	786.84	
SBI CC Interest payable			
Market Making fees Payable	-	2,250.00	
BIS License Renewal Charges Payable	777.53	840.52	
Telephone Bill Payable	66.92	-	
Grampanchayat Tax Payable	6,573.44	-	
Other Payable	2,122.19	-	
Total B	1,25,301.19	8,90,170.95	
Total of other current liabilities (A+B)	1,26,555.51	10,99,959.18	

9.1 Advances received from customers are subject to confirmation, reconciliation and consequential adjustments.

9.2 During the year, Management has reported 'Advances from Customers' under the 'Trade Receivables'.

10 Short-term provisions		(Rs. In Hundreds)	
Particulars	As on 31-03-2023	As on 31-03-2022	
A) Provision for employee benefits			
Salary Payable	17,044.53	35,590.30	
Director's Remuneration Payable	-	280.00	
Provision for Gratuity - Current Obligation (Refer note 24.1)	963.38	400.12	
Total A	18,007.91	36,270.42	
B) Other Provisions			
Statutory Audit Fees Payable	3,150.00	2,500.00	
Tax Audit Fees Payable	1,800.00	2,000.00	
Internal Audit fees Payable	2,310.00	2,400.00	
Provision for warranty - Current Obligation	618.62	6,168.69	
Income Tax Payable	-	-	
Other Consultancy Provisions	-	630.00	
Total B	7,878.62	13,698.69	
Total of short term provisions (A+B)	25,886.53	49,969.11	

12 Non-current investments

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
(a) Investments in Equity Instruments		
Investment in Shares of Samarth Sahakari Bank (4871 shares of face value Rs.100 each)	-	5,476.50
(2422 shares of face value Rs.25 each)		-
Investment in Shares of Janlaxmi Bank	111.00	111.00
	111.00	5,587.50

13 Deferred Tax Asset (net)

The break-up of deferred tax assets and deferred tax liabilities into major components of the respective balances are as follows;

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
On depreciation allowance on Fixed Assets	2,383.12	1,101.13
On others	2,922.65	9,050.45
	5,305.77	10,151.58

Deferred tax asset generated out of unabsorbed depreciation and carry forward of losses under tax laws have not been recognised on the basis of reasonable certainty and on prudence basis, as a policy.

14 Long term loans and advances

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
A) Security Deposits		
Deposits With Service Providers	10,558.95	10,558.95
Others	11,847.46	12,347.46
Total of long-term loans and advances	22,406.41	22,906.41

15 Inventories

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
(a) Raw materials, Stores, Spares and Components	1,14,521.88	42,038.05
(b) Work-in-progress	51,301.84	28,950.51
(c) Finished goods	1,43,068.92	3,14,232.56
	3,08,892.64	3,85,221.12

16 Trade receivables

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
A) Outstanding for a period exceeding six months		
(a) Unsecured, considered good	8,54,136.62	4,37,126.53
(b) Doubtful	5,26,860.44	5,36,063.13
B) Other	-	-
Unsecured, considered good	1,09,632.10	8,30,846.92
	14,90,629.16	18,04,036.58

16.1 Trade receivables are subject to confirmation, reconciliation and consequential adjustments if any.

16.2 During the year, Management has reported 'Advances from Customers' net off the 'Trade Receivables'.

(Rs. In Hundreds)

Particular	Outstanding for following periods from due date of payment as at 31-03-2023					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	109632.10	26474.13	827662.49	-	-	963768.72
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	54052.07	54052.07
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	472808.37	472808.37

Particular	Outstanding for following periods from due date of payment as at 31-03-2022					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	874365.67	393607.70	-	-	-	12,67,973.37
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	624.24	4,033.66	4,657.90
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	5,31,000.00	405.24	5,31,405.24

17 Cash and cash equivalents

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
(a) Balances with banks		
Balance in Current Accounts	4,517.49	15,082.81
Margin Money for Guarantee/Letter of Credit	-	7,047.24
Bank Deposits with more than 12 months maturity	-	2,518.47
(b) Cash on hand	1,913.45	1,685.16
	6,430.94	26,333.67

17.1 During the year management has reported all fixed deposits under the head Other Fixed Deposits.

18 Short-term loans and advances

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
Unsecured considered good		
GST Receivable	74,323.28	-
TDS Receivable	1,222.84	42.99
TCS Receivable	58.62	837.28
Employee Advances	14,160.80	829.68
Advances to Suppliers / Creditors (Refer Note 18.1)	31,861.03	31,623.75
Income Tax refund for 2018-19	2,084.02	2,084.02
MAT Receivable	13,061.96	13,056.20
Other Advances	284.04	-
	1,37,056.59	48,473.92

18.1 Advances to customers are subject to confirmation, reconciliation and consequential adjustments.

19 Other current assets

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
Unsecured Considered Good		
Accrued Interest on FDs	1,416.90	426.16
Prepaid Expenses	13,433.52	17,316.40
Subsidy Receivable	1,20,876.20	1,46,136.00
Other Fixed Deposits	14,369.87	10,591.57
Other Current Assets	2,65,607.73	-
	4,15,704.23	1,74,470.13

19.1 During the year management has reported all fixed deposits under the head Other Fixed Deposits.

20 Revenues from operations

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
Sale of products	9,45,413.45	17,91,591.90
Sale of Service	1,50,000.00	-
	10,95,413.45	17,91,591.90

21 Other income

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
(a) Interest income		
Interest on Fixed deposits	1,658.21	1,369.27
Dividend on Shares of TJSB Sahakari Bank		
(b) Other non-operating income		
Package Scheme of Incentives - Subsidy		55,580.00
Other Income	1,31,011.53	5,701.14
Provision For Repairs and Maintainace Reversed	1,53,910.12	6,699.21
	2,86,579.86	69,349.62

22 Cost of materials consumed

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
Opening Stock of Raw materials, Stores, Spares and Components	42,038.05	37,696.48
Add :- Purchases of Raw Materials, Stores, Spares and Components	7,31,472.75	11,78,295.10
Less :- Closing Stock of Raw Materials, Stores, Spares and Components	(1,14,521.88)	(42,038.05)
	6,58,988.92	11,73,953.53

23 Changes in inventories

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
A) Finished Goods		
Opening Inventory of Finished Goods	3,14,239.56	2,13,958.31
Less :- Closing Inventory of Finished Goods	(1,43,068.92)	(3,14,239.56)
Decrease / (Increase) in Inventory Total (A)	1,71,170.64	(1,00,281.25)
B) Work-in-Progress		
Opening Inventory of Work-in-Progress	28,950.51	25,831.65
Less :- Closing Inventory of Work-in-Progress	(51,301.84)	(28,950.51)
Decrease / (Increase) in Inventory Total (B)	(22,351.33)	(3,118.86)
Total Changes in Inventories of Work-in- Progress (A+B)	1,48,819.31	(1,03,400.11)

24 Employee benefit expenses

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
A) Labour		
Wages Total (A)	35,348.89	40,073.55
	35,348.89	40,073.55
B) Staff		
Salary	61,057.22	1,09,861.78
Contribution to Provident Fund	7,124.02	8,595.67
Contribution to ESIC	1,382.83	451.53
MLWF Employer Contribution	28.08	8.64
Staff Welfare Total (B)	4,018.69	824.49
	73,610.84	1,19,742.11
C) Directors' Remuneration	-	30,000.00
D) Gratuity Expenses (Refer note 24.1)	563.26	2,413.83
Total Employee Benefit Expenses (A+B+C+D)	1,09,522.99	1,92,229.49

24.1 Gratuity Expenses:

(Rs. In Hundreds)

Details of Gratuity Expenses	As on 31-03-2023	As on 31-03-2022
<u>Change in Present Value of Obligation</u>		
Opening Present Value of Benefit Obligation	16,524.92	14,111.09
Current Service cost	2,687.86	4,681.04
Interest cost	1,222.84	959.55
Actuarial losses (gains)	(9,194.67)	(3,226.76)
Closing Present Value of Benefit Obligation	11,240.95	16,524.92
<u>Experience Adjustment on Plan Liabilities</u>		
<u>Changes in Fair Value of Plan Assets</u>	Not Applicable	Not Applicable
<u>Amount Recognised in Balance sheet</u>		
Liability as at the year end	11,240.95	16,524.92
Fair Value of Plan Assets as at the year end		
Net Obligation as at the year end	11,240.95	16,524.92
<u>Net Gratuity Cost as at the year end</u>		
Current Service cost	2,687.86	4,681.04
Interest cost	1,222.84	959.55
Actuarial losses (gains)	(9,194.67)	(3,226.76)
Net Gratuity Cost (gain)	(5,283.97)	2,413.83
<u>Assumption used in Accounting for Gratuity Plan</u>		
Discount Rate	7.40%	6.80%
Salary Escalation Rate	7.50%	7.50%

Gratuity expenses are not recognised in respect of employees, who are not governed by provisions of Payment of Gratuity Act, 1972. The estimates of future salary increase, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

25 Finance costs

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
Bank Interest Expenses	77,082.94	83,964.15
Other Interest Expenses	2,839.42	3,792.78
Interest on MSMED Creditors	-	3,277.43
Other Borrowing Costs	14,179.47	819.42
	94,101.83	91,853.78

26 Other expenses

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
A) Manufacturing		
Transport Inward	6,321.12	9,852.31
Packing Charges	12.00	22.20
Factory Expenses	4,357.14	33,169.09
Laboratory Expenses	30.71	-
Labour Charges	25,005.22	36,483.14
Drip and Sprinklers Installation Expenses		-
B) Power	67,766.13	76,065.81
C) Rent	984.20	1,485.00
D) Repairs	-	
Warranty Expense		1,339.76
Maintenance Consumables	3,115.69	2,332.91
Factory Maintenance	6,027.55	-
Office Expenses & Maintainace	2,865.00	1,609.08
Vehicle Maintenance	4,496.81	32,262.22
E) Insurance	6,463.46	8,316.04
F) Rates and Taxes		
VAT Assessment Dues		13,197.66
Gram Panchayat property tax	2,348.52	90.90
G) Printing and Stationery	722.62	324.99
H) Transportation		
Transport Outward	11,881.14	28,630.80
I) Bad Debts		
Bad Debts and Balances Written off		-
J) Professional and Legal Expenses	7,426.57	-
Consultancy and Professional Charges	16,122.98	16,326.66
Legal Expenses	1,455.21	6,125.76
K) Miscellaneous Expenses		
Telephone and Internet Charges	1,546.36	39.66
Petrol and Diesel Expenses	561.25	335.00
Travelling Expenses	13,283.03	20,842.55
Marketing Expenses	1,049.63	560.00
Business Registration and License Renewal Charges	4,779.73	7,500.00
Advertisement Expenses	551.28	-
	1,89,173.36	2,96,911.53

26 Other Expenses continued

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
Sales Commission Expenses	9,485.43	1,40,613.60
Other Interest/Late Fee/Penalty Expenses	2,153.07	80.44
Other Miscellaneous Expenses	65,044.15	654.40
Profession Tax	50.00	-
Income Tax Paid		2,873.60
L) Payment to Auditors :		
Statutory Audit Fees	3,500.00	2,500.00
Tax Audit Fees	2,000.00	2,000.00
Internal Audit Fees	2,400.00	2,400.00
GST Audit Fees	-	-
for Other Services	-	-
	2,73,806.01	4,48,033.57

27 Related party disclosures :-

As per Accounting Standard 18 on Related party disclosures as notified under section 188 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 , the related parties of the Company are as follows:

1 Key Managerial Personnel	-	Nivrutti Kedar - Somnath Date - Chairman Tushar Belgaonkar - Chief Financial Officer Anita Pagare - Company Secretary
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Related Party Transactions: -

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
Key Managerial Personnel		
Managerial Remuneration		
Managing Director*	-	30,000.00
Emoluments		
Chief Financial Officer	1,000.00	4,804.56
Company Secretary	660.00	2,178.31

* Due to inadequacy of profit, Managing Director has not drawn any remuneration.

Related parties transaction Continued:

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
Shareholders		
Unsecured Loan Taken		
Shyam Sundar Dash	27,480.00	1,36,500.00
Nivrutti Kedar	79,888.69	50,000.00
A.R Makani	88,774.20	96,000.00
Vijaykumar Kshirsagar	18,114.46	-
Unsecured Loan Repaid		
Shyam Sundar Dash	27,480.00	1,36,500.00
Nivrutti Kedar	62,150.00	50,000.00
A.R Makani	-	96,000.00

Unsecured Loan Balance		
Nivrutti Kedar	16,139.69	-
A.R Makani	90,373.20	-
Vijaykumar Kshirsagar	18,114.46	-
Sitting Fees Paid		
Mr. Shyam Sundar Dash	280.00	1,600.00
Mr. Vijaykumar Kshirsagar	280.00	800.00
Mr. Nivrutti Kedar	440.00	1,200.00
Mr. Arjun Ramji Makani	280.00	800.00
Mr. Kewal Handa	240.00	4,400.00
Mr. Madhav Ganpule	-	3,200.00
Mr. Ajay Saraf	600.00	2,800.00
Ms. Ulka Kulkarni	560.00	3,200.00
Sahina Mukadam	40.00	-
Mrs. Kavita Pandhare	40.00	-
Mr. Somanath Date	160.00	-
Mr. Mayur Bhatt	80.00	-
Mr. Hiren Makwana	80.00	-

28 Events occurring after Balance sheet date

There are no events subsequent to the balance sheet date, which require adjustment of, or disclosure in the Financial statements.

29 Segment Reporting

The Company is operating only in one segment i.e. Micro Irrigation Systems

30 Earning per share

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
Net (Loss)/Profit (considering extra ordinary items, if any)	2,894.22	(94,334.19)
Number of Equity Shares (Weighted Average)	66,90,000	66,90,000
Face Value of Equity	10	10
Basic and Diluted Earning Per share (In Rs.)	0.04	(1.41)

32 Impaired Assets: -

The Board is of the opinion that there is no impairment loss in the Carrying Amounts of all the assets of the company at the Balance Sheet date. Hence during the financial year company has not provided for impairment loss in the carrying amount of assets.

33 Provisions and Contingent Liabilities: -

Provisions involving judgments and estimation in measurement of expenses are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent Liabilities

(Rs. In Hundreds)

Particulars	As on 31-03-2023	As on 31-03-2022
Guarantees given by banks and counter guarantees given by the company	48,000.00	33,000.00

34 Previous years figures have been re-grouped, rearranged and reclassified wherever necessary.

Signatures to Notes 1 to 34

As per our report of even date
for Prakash G. Pathak and Company
Chartered Accountants
FRN 126975W

for and on behalf of the Board of Directors

CA Atul Deshpande
Partner
Membership No: 118218

Nivrutti P. Kedar
Managing Director
DIN: 06980548

Somnath K. Date
Director
DIN : 09843323

Tushar M. Belgaonkar
Chief Financial Officer

Anita V. Pagare
Company Secretary
M. No. FCS 12565

Place :- Nashik
Date :- August 29, 2023

Place :- Nashik
Date :- May 27, 2023

R M Drip and Sprinklers Systems Limited
CIN : L27200MH2004PLC150101
Notes attached to and forming part of Financial Statements
As on 31st March 2023

31 Additional Regulatory Information

14 Ratios

(Rs. In Hundreds)

Sr.N	Particulars	Numerator	Denominator	Current Period	Previous Period	Variance	Reason for change
a)	Current Ratio	23,58,713.56	11,57,592.54	2.04	1.60	27%	Due to increase in current assets
b)	Debt-Equity Ratio	16,10,201.15	12,73,563.56	1.26	1.41	-10%	
c)	Debt Service Coverage Ratio	1,78,082.22	94,101.83	1.89	0.42	351%	Due to repayment of loans
d)	Return on Equity Ratio	2,894.22	12,73,563.56	0.0023	-0.07	-103%	Due to reduction in profit
e)	Inventory turnover Ratio	8,07,808.24	3,08,892.64	2.62	2.78	-6%	
f)	Trade Receivables turnover Ratio	10,95,413.45	14,90,629.16	0.73	0.99	-26%	Due to slow recovery of debtors
g)	Trade payables turnover Ratio	7,31,472.75	5,83,458.58	1.25	2.14	-41%	Due to slow recovery creditors also delayed
h)	Net capital turnover Ratio	10,95,413.45	12,73,563.56	0.86	1.41	-39%	Due to reduction in turnover
i)	Net profit Ratio	2,894.22	13,81,993.31	0.0021	-0.05	-104%	Due to reduction in profit
j)	Return on Capital employed	2,894.22	12,73,563.56	0.0023	-0.07	-103%	Due to reduction in profit
k)	Return on investment	2,894.22	28,83,764.71	0.0010	-0.03	-103%	Due to reduction in profit

R M Drip and Sprinklers Systems Limited
11 Property, Plant & Equipments
For the year ended 31st March 2023

(Rs. In Hundreds)

Sr. No.	Particulars	Gross Block			Depreciation				Net Block			
		01.04.2022	Additions	Sale/ Written Off/ Adjustment	31.03.2023	01.04.2022	Adjustment	2022-23	Written Back	31.03.2023	31.03.2023	31.03.2022
Tangible Assets												
1	Land	63,769.14	-	-	63,769.14	-	-	-	-	-	63,769.14	63,769.14
2	Building	1,94,579.37	-	-	1,94,579.37	68,336.83	-	11,997.32	-	80,334.15	1,14,245.22	1,26,242.53
3	Plant and Machinery	10,01,795.20	-	-	10,01,795.20	6,26,631.85	-431.36	68,293.44	-	6,94,493.94	3,07,301.27	3,75,163.36
4	Eletrical Installations	59,642.74	-	147.80	59,494.94	52,720.96	42.88	1,780.71	-	54,544.54	4,950.39	6,921.78
5	Furniture	10,908.73	-	-	10,908.73	8,382.98	-	641.31	-	9,024.28	1,884.44	2,525.75
6	Office Equipments	12,451.11	-	74.60	12,376.51	11,612.16	8.82	419.71	-	12,040.69	335.82	838.95
7	Computers	15,668.97	158.50	-	15,827.47	13,723.41	850.92	1,083.25	-	15,657.58	169.88	1,945.55
8	Mobile	60.37	-	-	60.37	57.35	-	-	-	57.35	3.02	3.02
9	Vehicles	65,736.26	-	6,162.12	59,574.14	56,143.35	-	3,604.23	4,340.22	55,407.36	4,166.78	9,592.91
	Sub-Total	14,24,611.88	158.50	6,384.52	14,18,385.86	8,37,608.89	471.26	87,819.96	4,340.22	9,21,559.90	4,96,825.96	5,87,002.99
Intangible Assets												
1	Tally Software	432.00	-	-	432.00	430.60	-	0.89	-	431.48	0.52	1.40
2	Website	747.87	-	-	747.87	741.51	-	0.85	-	742.36	5.51	6.36
3	Trade Mark	2,100.00	-	-	2,100.00	1,995.00	-	-	-	1,995.00	105.00	105.00
4	SAP Software	15,797.07	-	-	15,797.07	15,007.24	-	498.86	-	15,506.10	290.97	789.83
	Sub-Total	19,076.94	-	-	19,076.94	18,174.34	-	500.60	-	18,674.94	402.00	902.60
	Sub-Total	-	-	-	-	-	-	-	-	-	-	-
	Total	14,43,688.82	158.50	6,384.52	14,37,462.80	8,55,783.23	471.26	88,320.56	4,340.22	9,40,234.84	4,97,227.96	5,87,905.59
	Previous Year	14,41,819.69	1,869.13	-	14,43,688.82	7,44,413.25	-	1,11,369.98	-	8,55,783.23	5,87,905.59	6,97,406.44