



RICHA INDUSTRIES LIMITED

Don't Just Build...Create



CIN: L17115HR1993PLC032108

To
The Manager
Department of Corporate Relationship
Bombay Stock Exchange Limited
25 P.J. Tower, Dalal Street Mumbai-400001
Name of the Company:-Richa Industries Limited
BSE Scrip Code: 532766

Date: 07-09-2024

Reg: -Annual Report for the Financial Year 2023-2024 and Notice of 30th Annual General Meeting

Dear Sir,

Please find attached the Notice & Annual report for the Financial Year 2023-2024, as per the regulation 34 (1) of SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Kindly acknowledge the same.

Thanking You

Regards

For Richa Industries Limited


Arvind Kumar
Resolution Professional

Regn No:-I BBI/IPA-001/IP-00178/2017-18/10357



RICHA INDUSTRIES LIMITED

(UNDER CIRP VIDE - NCLT Court Order CP (IB)

No.80/Chd/Hry/2018)

Regd. office: Plot No.29, DLF Industrial Area, Phase-II, Faridabad-121003, Haryana

Tel: 0129-4133968/4009262, Fax 0129-4133969

Website: www.richa.in, Email: richa@richa.in, irpricha@gmail.com, ncltricha@gmail.com

CIN: L17115HR1993PLC032108.

NOTICE

30th ANNUAL GENERAL MEETING

The Corporate Insolvency Resolution Process ("CIRP") has been initiated, on a petition filed by Tata Bluescope Steel Limited against Richa Industries Limited ("the Company"), vide an Order dated 18-12-2018 ("Insolvency Commencement Date") by the Hon'ble National Company Law Tribunal ("NCLT"), Chandigarh Bench, under the provisions of the Insolvency and Bankruptcy Code, 2016 ("the Code"). Mr. Arvind Kumar, IP Registration No. IBBI/IPA-001/IP-P00178/2017-2018/10357 has been appointed as Interim Resolution Professional ("IRP") to manage affairs of the Company in accordance with the provisions of the Code and thereafter appointed as the Resolution Professional ("RP") by the committee of creditors ("CoC") of the Company in the meeting held on January 17, 2019 under the provisions of the Code. Pursuant to the Hon'ble NCLT Order for commencement of the CIRP and in line with the Provisions of the Code, the power of the Board of Directors stands suspended and same is being exercised by RP in terms of the provisions of Section 17 & 20 of the Code. Further vide an Order dated June 7, 2019, Hon'ble NCLT has extended the CIRP period for a further period of 90 days beyond the initial a statutory period of 180 days. Pursuant to the non-approval of resolution plan, the COC in its meeting held on 03.09.2019 has passed a resolution for liquidation of Company and directed the Resolution Professional to file an application, seeking order of liquidation, before Adjudicating Authority "AA"; consequent to which, the RP has filed an application for liquidation on 12th September 2019 which is pending for approval by AA.

During the financial year 2023-24, the CoC directed the RP to file an application before the AA and seek permission to invite resolution plans again. Pursuant to an application filed by the RP, the AA directed the RP to publish Form G, and invite expressions of interest to submit resolution plans. The RP invited expressions of interest to submit the resolution plan and received 86 expressions of interest in response. RP after examining the expression of interest, the RP, invited thirty-six resolution applicants to submit their resolution plans. Twelve resolution applicants submitted the resolution plans, and after deliberations, six plans were put before the CoC for the vote. However, none of the plans were approved by the CoC. Few resolution applicants have approached the NCLT against the arbitrary rejection of the plans, and the matter is still pending with the NCLT for a final decision on it.

NOTICE is hereby given that the 30th Thirtieth Annual General Meeting (AGM) of the members of Richa Industries Limited will be held on Monday, September 30, 2024 at 11.30 A.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). The venue of the meeting shall be deemed to be the Registered Office of the Company at Plot No-29, DLF Industrial Area, PH-II, Faridabad-121003, Haryana to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the standalone audited financial statements including Balance Sheet



as at March 31, 2024, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Reports of the Board of Directors and Auditors thereon.

2. To receive, consider and adopt the consolidated audited financial statements including Balance Sheet as at March 31, 2024, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Report of the Auditors thereon.

For Richa Industries Limited
(Under CIRP)



Arvind Kumar
Resolution Professional

Regn No: **IBBI/IPA-001/IP-P00178/2017-18/10357**

(Richa Industries Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Arvind Kumar, appointed by the National Company Law Tribunal by order dated 21st December 2018 and continued as Resolution Professional approved by the Committee of Creditors in its meeting held on 17th January, 2019 under the provisions of the Code.)

Date: 28.08.2024

Place: Faridabad

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 09/2023 dated 25 September, 2023 permitted the holding of Annual General Meeting through Video Conference ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of Members at a common venue as per the procedure prescribed by MCA in the General Circular No. 20/2020 dated 05 May, 2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated 07 October, 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with the said Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the members of the Company is being held through VC/OAVM.
2. Pursuant to the provision of the Companies Act 2013 a member entitled to attend and vote at the Annual General meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this annual General Meeting is being held through VC/OAVM pursuant to the aforesaid MCA Circulars, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the Annual general Meeting and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Resolution Professional by e-mail at nltricha@gmail.com through their registered e-mail address with copies marked to the Registrar and Transfer Agent (RTA) at delhi@linkintime.co.in.
4. Registration of e-mail ID and Bank Account details:

In case the shareholder's e-mail ID is already registered with the Company/its Registrar and Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered e-mail address. In case the shareholder has not registered his/her/their e-mail address with the Company/its RTA/Depositories and/or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

Kindly log in to the website of our RTA, Link Intime India Private Limited, www.linkintime.co.in under Investor Services > E-mail/Bank detail Registration – fill in the details and upload the required documents and submit.

OR

In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the e-mail address and bank account details in the demat account as per the process followed and advised by the DP.

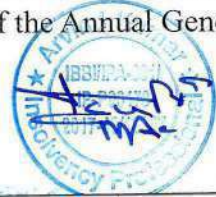


5. The Notice of the Annual General Meeting ('AGM') along with the Annual Report for the Financial Year 2023-24 is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circulars issued by the Securities And Exchange Board of India ("SEBI") dated 13 May, 2022. Members may note that the notice of 30th AGM and Annual Report for the financial year 2023-24 will also be available on the website of the stock exchange i.e. BSE limited at www.bseindia.com. Members are requested to download the annual report and notice of the AGM from the website of the stock exchange. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (Act).
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the members with facility to exercise their right to vote at the 30th Annual General Meeting by electronic means and the business may be transacted electronically through the facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") as provided by Link Intime India Private Limited (LIPL).

The facility for electronic voting system shall also be made available at the 30th Annual General Meeting (AGM). The Members who have not cast their votes through remote e-voting shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

8. Since the AGM will be held through VC/OAVM, the route Map to reach to the venue of the 30th Annual General Meeting has not been annexed to this Notice.
9. The register of members and share transfer books of the Company will remain closed from 23 September, 2024 to 30 September, 2024(both days inclusive), for the purpose of Annual General Meeting.
10. **Instructions for Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:**
 - a) Members are entitled to attend the Annual General Meeting through VC/OAVM platform "InstaMeet" provided by the Registrar and Transfer Agent, Link Intime India Private Limited by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Members are requested to participate on first come first serve basis as participation through VC/ OAVM is limited and will be closed on expiry of 15 (Fifteen) minutes from the scheduled time of the Annual General Meeting.



Members holding more than 2% equity shares, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join at 11:15 A.M. IST i.e 15 (Fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (Fifteen) minutes after the scheduled time. Participation is restricted upto 2000 members only.

b) **The details of the process to register and attend the AGM are as under:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on "Login".

➤ Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16-digit Demat Account No. or Folio No

- Members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

▶ Click "Go to Meeting" (You are now registered for Insta Meet, and your attendance is marked for the meeting).

c) **Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:**

1. Members who would like to speak during the meeting must register their request with the company.
2. Members will get confirmation on first cum first basis.
3. Members will receive "speaking serial number" once they mark attendance for the meeting.
4. Other Members may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
6. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.



d) Instructions for Members to Vote during the General Meeting through Insta Meet:

Once the electronic voting is activated by the scrutinizer/Moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

e) Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

f) Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

g) Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

h) Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

i) In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

11. Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated 09 December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various E-voting Service Provider (ESP) portals directly from their demat accounts.



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

1. Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

2. Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password



- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

3. Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:



Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

**Shareholders holding shares in NSDL form, shall provide ‘D’ above*

 - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.



Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).



OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company



User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

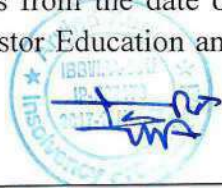
Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

12. All the documents referred to in the Notice will be available for electronic inspection without fees by the members from the date of circulation of this Notice up to the date of AGM i.e. 30 September, 2024. Members seeking to inspect such documents can send an e-mail nltricha@gmail.com.

13. Members seeking any further clarification/information relating to the Annual Financial Statements are requested to write at the Registered Office of the Company at least ONE WEEK before the date of the Meeting i.e. on or before 30 September, 2024 to enable the management to keep the information ready at the Meeting.

14. Members are requested to note that under Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (‘IEPF Rules’), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (‘IEPF’) constituted by the Central Government of India.



Further; all shares in respect of which dividends remain unclaimed/unpaid for seven consecutive years or more, are required to be transferred to designated Demat Account of the IEPF Authority.

15. The Shares of the Company are compulsorily traded in demat mode. Hence, the members who are still holding physical Share Certificates are advised that it is in their own interest to dematerialize their shareholding to avail benefit of dematerialization viz. easy liquidity, electronic transfer and prevention of forgery.

16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificate(s) to Link Intime India Private Limited, Registrar and Transfer Agent for consolidation into a single folio.

17. Members are requested to register their e-mail address(es) and changes in their particulars like change in address from time to time with Link Intime India Private Limited, Registrar and Transfer Agent for shares held in physical form and with the respective Depository Participants for the shares held in dematerialized form.

18. Members may please note that the Securities and Exchange Board of India ('SEBI') has made Permanent Account Number (PAN) as the sole identification number of all participants transacting in the securities market, irrespective of the amount of such transactions.

Further, SEBI has prohibited the transfer of shares in physical form except in case of transmission or transposition of shares. Members holding shares in physical form and intending to transfer their shares are advised to open a demat account with the Depository viz. National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) through respective Depository Participant(s) and transfer their shares after dematerialization.

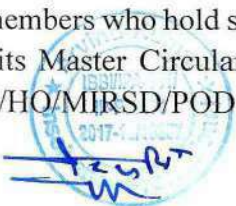
19. SEBI vide its circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181, dated 17 November, 2023 prescribed simplified norms for processing investor service requests by Registrars to an Issue and Share Transfer Agents (RTAs) and provided updates on PAN, KYC details, and Nomination processes.

The circular follows the earlier SEBI Circular No. SEBI/ HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16 March, 2023 which has been rescinded due to the issuance of the Master Circular for Registrars to an Issue and Share Transfer Agents dated 17 May, 2023. The initial circular aimed to simplify norms for processing investor service requests by RTAs and furnishing PAN, KYC details and Nomination.

In compliance with the aforesaid SEBI circular dated 16 March, 2023, the Company on 13 May, 2023 had sent communication through speed post to furnish the requisite details. Through this exercise, the Company has tried to reach physical shareholders for the updation of records.

Therefore, the Shareholders holding Shares in physical form are requested to update their KYC with the Company.

For members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 07 May, 2024 read with SEBI/HO/MIRSD/POD1/P/ CIR/2024/81 dated 10 June, 2024, as amended from time to time, has



mandated furnishing of PAN linked with Aadhaar and KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.). In case any of the aforesaid documents/details are not available in the record of the Company/Registrar and Share Transfer Agent (“RTA”), the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details/ documents. Further, with effect from 01 April, 2024, any payment of dividend shall only be made in electronic mode to such members.

The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 have been sent to the respective shareholders. Members are requested to furnish PAN, Postal Address, E-mail Address, Mobile Number, Specimen Signatures, Bank Account Details and Nomination by submitting the relevant Form(s) as below to the Registrar and Transfer Agent of the Company, Link Intime India Private Limited.

Sr.No.	Particulars	Forms
1	Registration of PAN, postal address, e-mail address, Mobile number, Bank Account Details or changes/updation thereof	ISR-1
2	Confirmation of Signature of shareholder by the Banker	ISR-2
3	Registration of Nomination	SH-13
4	Cancellation or Variation of Nomination	SH-14
5	Declaration to opt out of Nomination	ISR-3

Those holding shares in dematerialized form may contact their respective Depository Participant (DP) to avail the nomination facility or further change in nominations.

SEBI has commenced processing of investor complaints in a centralised web based complaints redressal system i.e. SCORES. The Company has supported SCORES by using it as a platform for communication between SEBI and the Company.

Further, Online Dispute Resolution (ODR) in Indian Securities Market has been introduced by SEBI vide its circular dated 31 July, 2023 read with corrigendum-cum amendment circular dated 04 August, 2023. In addition to SCORES, Investors/clients and Market Participants (MPs) now have an additional mechanism available for dispute resolution with an objective of time bound online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. The Company has registered itself on the ODR Portal.

20. The Securities and Exchange Board of India (SEBI) vide its Circular reference no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January, 2022 mandated that the listed companies shall issue the securities in dematerialized form only while processing various investor service requests as mentioned below and issue a Letter of Confirmation to the respective shareholder upon receipt of such request that will be submitted by the shareholder to its Depository Participant



along with Dematerialisation Request Form for credit of shares electronically in the Demat Account of Shareholder.

1. Issue of duplicate securities certificate;
2. Claim from Unclaimed Suspense Account;
3. Renewal/Exchange of securities certificate;
4. Endorsement;
5. Sub-division/Splitting of securities certificate;
6. Consolidation of securities certificates/folios;
7. Transmission;
8. Transposition.

Further, the said circular provides that in case the securities holder/claimant fails to submit the demat request within 120 days from the date of issuance of letter of confirmation, RTA/Issuer Companies shall credit the securities to the Suspense Escrow Demat Account of the Company.

In compliance of the above, the shares for the aforesaid investor requests are issued in dematerialized form only and a Letter of Confirmation is issued to the respective shareholder upon receipt of such request for submission by the shareholder to its Depository Participant along with Dematerialisation Request Form for credit of shares electronically in the Demat Account of Shareholder. Further, in case the securities holder/ claimant fails to submit the demat request within 120 days from the date of issuance of Letter of Confirmation, the said shares are credited to the Suspense Escrow Demat Account of the Company.

General Guidelines for shareholders:

1. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an e-mail to enotices@linkintime.co.in or Call at:- Tel : 022 - 49186000.
2. **The remote e-voting period commences on Friday, 27 September, 2024 at 9:00 A.M. and ends on Sunday, 29 September, 2024 at 5:00 P.M. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 23 September, 2024 may cast their vote by remote e-voting.** The remote e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
3. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. **Monday, 23 September, 2024.** The person who is not a member as on the cut-off date should treat this Notice for information purpose only.



4. Any person, who acquire shares of the Company and become member of the Company after dispatch of the Notice of the AGM and holding shares as of the cut-off date i.e. **Monday, 23 September, 2024**, may obtain the user ID and password by sending a request at delhi@linkintime.co.in. However, if you are already registered with LI IPL for remote e-voting, then you can use your existing user ID and password for casting your vote.

5. 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 at the AGM.

6. The Chairman shall, at the AGM, at the discussion on the resolutions on which voting is to be held, allow voting to be cast by use of e-voting facility 'InstaMeet' of LI IPL for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

7. The Scrutinizer shall after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least Two (2) witnesses not in the employment of the Company and shall make, within Two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

8. The Results of the AGM shall be declared by the Resolution Professional after the AGM within the prescribed time limits. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

10. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.richa.in and on the website of LI IPL and communicated to BSE Limited (BSE) accordingly.

INSPECTION OF DOCUMENTS

All resolutions passed in this regard are available for electronic inspection without fees by the members from the date of circulation of this Notice up to the date of AGM i.e. 30 September, 2024 and shall also be available at the meeting.

For Richa Industries Limited
(Under CIRP)



Arvind Kumar
Resolution Professional

Regn No: **IBBI/IPA-001/IP-P00178/2017-18/10357**

COMPANY INFORMATION

CIN:-L17115HR1993PLC032108

Board of Directors***Registered Office**

Dr. Sandeep Gupta	Managing Director (Suspended)	Plot No -29, DLF Industrial Area, Phase-II, Faridabad-121003
Mr. Lavesh Kansal	Director (Suspended)	
Mr. Arvind Kumar	Resolution Professional	

(IBBI Registration No IBBI/PA-001/IP-00178/2017-18/10357)

*The powers of the Board of Directors were suspended vide Hon'bleNCLT Chandigarh order dated 21st December, 2018

For Director Details refer Director Report

Statutory Auditors

M/sSri Prakash& Co
Chartered Accountants

Textile Division

VPO Kawnra, Old Faridabad to
Kheri-Jasana Road, Near Lingayas
Institute of Mgt&Tech.
Faridabad- 121001
Haryana

Construction & Engineering Division (Closed)

8th Km Stone,Ramnagar Road
NH-121, Kashipur,
Udham Singh Nagar
Uttarakhand- 244713

Bankers

Yes Bank
Kotak Mahindra Bank Limited

**Registrar & Transfer Agent
Link Intime India (P) Limited**

Noble Heights, 1st Floor,
Plot NH 2,C-1 Block Lsc, Near
SavitriMarket, Janakpuri,
New Delhi-110058



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Forward Looking Statements

This report contains forward-looking statements, which may be identified by the use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar connotation. All statements that address expectations or projections about the future, including, but not limited to statements about the Company's strategy for growth, product development, market position, expenditures, and financial results, are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statement, on the basis of any subsequent developments, information or events. The statement of the management must be read in the light of the fact that the Committee of Creditor has passed a resolution to liquidate the Company.

Any reference to the Director or Board of Director, in this report shall be construed as Resolution professional acting under the Section 17(1)(b) r.w. sec 17(2) (e)

Corporate Overview

Richa Industries Limited a leading manufacturing company in Pre-Engineered Building (PEB), EPC (Engineering, Procurement & Construction) and Textile sectors is an ISO 9001:2008 certified company. Richa Industries Limited is listed on the Bombay Stock Exchange. The company has been undergoing corporate insolvency resolution process (CIRP) since December 2018. The PEB unit of the company has remained nonoperational since the commencement of the CIRP. The execution of the ongoing EPC projects has been completed and there is no new contract pipeline in this division. The Textile unit is partially operational. The dyeing and finishing section of the unit are fully operational whereas the knitting section is operating at 20% of the capacity. The company at present employs over 290 people.

Overview of the Economy

Despite a sluggish global economy, India maintained its trajectory as one of the fastest growing economies in the world. This economic growth can be primarily attributed to robust domestic consumption and less reliance on foreign imports. India is the world's sixth largest textile and apparel exporter having an 11.4 per cent share in India's overall exports. The government aims to achieve \$600 billion of textile exports by 2047 from \$44 billion in FY22. Being the second largest employment providing sector, the textile sector is at fore front of governments attention. The global trend has remained supportive and the demand for the apparel has seen a GAGR of 3% to 4 % over last year.

However geo-political uncertainties, consumption shift to other essential and discretionary spends, adverse demographics, and low overall growth of this segment may lead to a slow growth in demand in future.

Over all textiles sector stained by key issues like the ongoing Russia-Ukraine war, the Red Sea crisis and the Israel-Hamas conflict. These issues have lately made the international trade scenario much tougher for the Indian exporters. These crises if prolonged are likely to dent margins and stretch the working capital cycle which in the scenario of high interest rates will cause margin contraction.

The recent political turmoil in India neighboring country Bangladesh has presented the domestic manufacturers with a blip in the demand as many international has shifted their sourcing to India. The govt support and technological advancement achieved domestically has made it possible for the sector as whole to lap this opportunity and ensure permanent shift of the trade to India.

Industry Overview

• Textile Industry

As one of the largest textile industries in the world, the Indian textile industry contributes approximately 2.3% to the country's GDP, 13% to industrial production and 12% to total exports earnings. India is one of the largest producers of cotton and jute in the world. It is also the 2nd largest producer of silk, with 95% of the world's hand-woven fabric comes from India. India's total textile exports are expected to reach USD 65 Billion by FY2026 and is expected to grow at 10% CAGR 2019-2020 to reach USD 190 Billion by 2025-2026. The textiles



and apparel industry in India has strengths across the entire value chain from fiber, yarn, fabric to apparel. The Indian textile and apparel industry is highly diversified with a wide range of segments ranging from products of traditional handloom, handicrafts, wool and silk products. India has been observing a robust trade in technical textile products and the country has been a net exporter.

For Richa industries Limited, the Textiles segment witnessed growth that was achieved through higher volumes & realizations. A progressive recovery in primary sales was witnessed due to renewed optimism among trade channel partners. However the company faces stiff challenges in meeting the customer expectation of quality.

Risk & Concerns

'Risk' is basically linked to uncertainty of the future. The uncertainty associated with the outcome of an event that can lead to loss or profit is known as risk. Every event has got an impact associated with it - either positive or negative. The negative impact represents risk. Richa focuses on mitigating the adverse impact of risks on the business. The ongoing CIRP presents a company-specific risk to the investors and all other stakeholders:

Outlook

Richa has a positive outlook for the textile industry and presents scope and opportunities for expansion. It is also looking for greater opportunities in the emerging market. The company's outlook is mainly focused on growth and increasing its customer base and staying relevant to the changing consumer preferences.

Construction & Engineering (Pre-Engineered Building) Industry

The PEB plant of the company has not been in operation since January, 2019.

The key issues and challenges for Construction & Engineering Industry (PEB)

The company's manufacturing unit has not been in operation since January 2019 due to a paucity of working capital finance. The PEB sector, over the last five years has achieved double-digit CAGR and is expected to maintain this growth momentum in the near future. The company has a state-of-the-art plant that can be operationalised quickly.

Future Outlook of this Industry

The company's manufacturing unit has not been in operation since January 2019 due to a paucity of working capital finance and the ongoing corporate insolvency resolution process.

Financial Performance

The Company's Standalone turnover for the current financial year is Rs 1063.54 Lakhs as compared to Rs 2553.27 Lakhs in the previous financial year. Loss before and after tax is Rs (1676.12) Lakhs for the current financial year as compared to that of loss before tax for the previous financial year of Rs (1970.90).

The company's consolidated turnover for the current financial year is Rs 1147.63 Lakhs as compared to Rs 2783.43 Lakhs in the previous financial year. Loss before tax is Rs (1765.33) Lakhs for the current financial year as compared to that of the previous financial year of loss before tax of Rs (2209.56) Lakhs.

The Basic and diluted Earnings per share computed in accordance with the Accounting Standard-20 issued by the Institute of Chartered Accountants of India was Rs -7.15 per share, respectively, as against Rs -8.41 per share during the previous year.

Internal Control Systems and their adequacy.

Richa Industries Limited has a proper and adequate system of internal controls to ensure that all the assets are safeguarded and protected against loss from unauthorized use or disposition. The company's internal controls are supplemented by an extensive program and its Review by management and documented policies, guidelines and procedures.

After the commencement of CIRP many of the Company's KMP's and the functional heads, have resigned, leading to a manpower vacuum at various operational levels. This has reduced the effectiveness of various



internal controls, which were earlier implemented through the segregation of duties and responsibilities. The Resolution professional has, however, implemented controls to ensure the protection and assets of the company.

Health Safety and Environment

The company is continuously working for the safety of its employees and to minimize the environmental impact on its operations. The Company continuously provides and maintains the best safety measures in the plants and is equipped with the best pollution control with the best emissions norms. Regular medical examination of the employees is integral to the Company policy. All employees are obliged to ensure that they fully understand all policies and fully comply with the safety requirements. The Company believes and ensures that there should be no injuries and incidents in their plants and has taken OHSAS to ensure further safety & and health of our employees & and associates.

CORPORATE INSOLVENCY RESOLUTION PROCESS

The Corporate Insolvency Resolution Process ("CIRP") in respect of the company was initiated on a petition filed by Tata Bluescope Steel Limited against Richa Industries Limited ("the Company") vide an order dated 18-12-2018 ("Insolvency Commencement Date") by the Hon'ble National Company Law Tribunal ("NCLT"), Chandigarh Bench. Mr. Arvind Kumar, IP Registration No. IBBI/PA-001/IP-P00178/2017-2018/10357 was appointed as Interim Resolution Professional ("IRP") to conduct the CIRP and manage affairs of the Company in accordance with the provisions of the Code. He was thereafter appointed as the Resolution Professional ("RP") by the committee of creditors ("CoC") of the Company in the meeting held on January 17, 2019 under the provisions of the Code.

Pursuant to the Hon'ble NCLT Order for commencement of the CIRP and in accordance with the provisions of the Code, the powers of the Board of Directors were suspended and vested with the RP in terms of the provisions of Sections 17, 20 of the Code. The committee of creditors had resolved to liquidate the company, and the RP filed an application seeking an order of liquidation. However, many suiters desirous of submitting a resolution plan for the company approached the RP and later the NCLT, seeking an opportunity to submit a resolution plan. The NCLT allowed the seeking of resolution plans again, pursuant to which six plans were received; however, the CoC did not approve any resolution plan again. At present, further applications filed by the interested persons are pending before the NCLT, and the outcome of these is awaited.

Date: 28.08.2024
Place: Faridabad

For Richa Industries Limited
(Under CIRP)



Arvind Kumar
Resolution Professional

Regn No: IBBI/PA-001/IP-P00178/2017-18/10357

DIRECTORS' REPORT

Dear Shareholders,

The Resolution Professional Appointed by the honourable Adjudicating Authority, the National Company Law Tribunal Chandigarh Bench, in whom the powers of the Board of Directors are vested, presents the twenty-Nine Annual Report of the Company together with the Audited financial statements of the Company for the year ended March 31, 2024

INITIATION OF CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP)

The Corporate Insolvency Resolution Process ("CIRP") has been initiated in respect of the company on a petition filed by Tata Bluescope Steel Limited against Richa Industries Limited ("the Company"). The application was admitted vide an Order dated 18-12-2018 ("Insolvency Commencement Date") by the Hon'ble National Company Law Tribunal ("NCLT"), Chandigarh Bench, Mr. Arvind Kumar, IP Registration No. IBBI/IPA-001/IP-P00178/2017-2018/10357 was been appointed as Interim Resolution Professional ("IRP") to conduct the CIRP and manage affairs of the Company in accordance with the provisions of the Code. Thereafter committee of creditors appointed Mr. Arvind Kumar as Resolution Professional ("RP") in its first meeting held on January 17, 2019 under the provisions of the Code.

Pursuant to the Hon'ble NCLT Order for commencement of the CIRP and in line with the provisions of the Code, the power of the Board of Directors stands suspended and vested in the RP. The RP has been exercising these powers under the supervision of the CoC and directors of the NCLT.

The process of the CIRP was scheduled to be completed in 180 days from the date of its commencement. However, on the request of the RP made on the directions of the CoC, the NCLT extended the period to complete CIRP by 90 days vide an Order dated June 7, 2019.

During the CIRP, the invitation to submit resolution plans was issued to various eligible resolution applicants; however, the CoC, after deliberation of the resolution plan, did not approve any resolution plan and passed a resolution to liquidate the corporate debtor. Pursuant to the non-approval of the resolution plan and passing of a resolution to liquidate the company, the RP, on 12th September 2019, filed an application with NCLT seeking an order for the liquidation of the company. The application is still pending before the NCLT for final determination.

During the financial year 2023-24, the CoC directed the RP to file an application before the AA and seek permission to invite resolution plans again. Pursuant to an application filed by the RP, the AA directed the RP to publish Form G, and invite expressions of interest to submit resolution plans. The RP invited expressions of interest to submit the resolution plan and received 86 expressions of interest in response. RP after examining the expression of interest, the RP, invited thirty-six resolution applicants to submit their resolution plans. Twelve resolution applicants submitted the resolution plans, and after deliberations, six plans were put before the CoC for the vote. However, none of the plans were approved by the CoC. Few resolution applicants have approached the NCLT against the arbitrary rejection of the plans, and the matter is still pending with the NCLT for a final decision on it.

Since the Company is under CIRP as per Section 17 of the Insolvency & Bankruptcy Code, from the date of appointment of the Resolution Professional, the management of the affairs of the corporate debtor vests in the resolution professional and the powers of the board of directors of the corporate debtor stand suspended and be exercised by the resolution professional.



Financial Results

The Company's Financial Performance (Standalone) for the year ended March 31, 2024 is summarized below:

Particulars	(Rs. in Lakhs)	
	Current Year 31.03.2024	Previous Year 31.03.2023
Total Revenue	1073.72	2570.67
Total Expenses	2749.84	4541.57
Profit/(Loss) before tax	(1676.12)	(1970.90)
Extraordinary Items	-	-
Profit/ (Loss) Before Tax	(1676.12)	(1970.90)
Tax Expense	-	-
Profit/(Loss) For The Year	(1676.12)	(1970.90)

The Company's Financial Performance (Consolidated) for the year ended March 31, 2024 is summarized below:

Particulars	(Rs. in Lakhs)	
	Current Year 31.03.2024	Previous Year 31.03.2023
Total Revenue	1175.22	2816.48
Total Expenses	2940.55	5026.04
Profit/(Loss) before exceptional items and tax	(1765.33)	(2209.56)
Exceptional Items	-	-
PROFIT/ (LOSS) BEFORE TAX	(1765.33)	(2209.56)
Tax Expense	-	-
PROFIT/(LOSS) FOR THE YEAR	(1765.33)	(2209.56)

Results of Operations and the state of Company affairs

The Company's Standalone turnover for the current financial year is Rs 1063.54 Lakhs as compared to Rs 2553.27 Lakhs in the previous financial year. Loss before tax is Rs (1676.12) Lakhs for the current financial year compared to loss before tax for the previous financial year of Rs (1970.90).

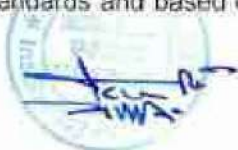
The Company's consolidated turnover for the current financial year is Rs 1147.63 Lakhs as compared to Rs 2783.43 Lakhs in the previous financial year. Loss before tax is Rs (1765.33) Lakhs for the current financial year compared to that of the previous year of loss before tax of Rs (2209.56) Lakhs.

The Basic and diluted Earnings per share computed in accordance with the Accounting Standard-20 issued by the Institute of Chartered Accountants of India was Rs -7.15 per share, respectively as against Rs -8.41 per share during the previous year.

The company's textile unit is the only operational segment. The unit is in dire need of upgrading the plant and machinery. Due to ongoing CIRP, the company has not been able to carry out any major replacement or upgradation of the machinery for the last five years. The machinery of the unit is now over 15 years old and experiences frequent breakdowns. Due to the condition of the machinery, the company may not be able to operate economically.

Consolidated Financial Statements

As per Regulation 33 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as " Listing Regulations") and applicable provision of the Companies Act, 2016 read with the rules issued thereunder, the Consolidated financial statements of the Company for the financial year 2021-22 have been prepared in compliance with applicable Accounting Standards and based on audited financial statements of the Company and its subsidiary. The Consolidated



financial statements together with the Auditor reports form parts of this Annual Report.

Change in the Nature of Business

There is no change in the nature of the Business of the Company.

Transfer to Reserve

The company has not transferred any amount to the reserves during the year.

Dividend

The Company does not recommend any dividend on the equity shares for the financial year ending on March 31, 2024

Share Capital

The paid-up Equity Share Capital is Rs 2351.69 Lakhs as on 31st March, 2024. There was no change in the Share Capital of the Company. During the Year under Review, the Company has not issued equity shares with differential voting rights sweat equity shares, nor has it granted any stock option. There was no public issue, rights issue, bonus issue etc., during the year

Preferential Issue and Private Placement

During the year under Review, the Company has not made any preferential issues or private placement.

Financial Statements

Your Company follows Indian Accounting Standards (Ind AS) issued by the Ministry of Corporate Affairs to prepare its financial statements. Your Company has consistently applied applicable Accounting policies during the year under review. The Company discloses consolidated and standalone financial results every quarter, which are subjected to a limited review by the statutory auditor. These results are published as consolidated and standalone audited financial results annually. No revisions were made to the financial statements during the year under review. The Consolidated Financial Statements of the Company are prepared in accordance with the applicable Indian Accounting Standards issued by the Institute of Chartered Accountants of India and form an integral part of this report pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014.

Particulars of Loan, Guarantees or Investment by the Company

During the period, the Company has not made any Loans, Guarantee or investments in terms of the provision of Section 186 of the Companies Act, 2013.

Holding and Subsidiaries

M/s Richa Krishna Constructions Private Limited is a subsidiary of the company.

Management Discussion & Analysis

Management Discussion and Analysis Report form an integral part of this report and gives a detailed review of the Company's Operation, performance and future outlook during the financial year 2023-24.

Extract of Annual Return

The details forming part of the Annual Return extract in Form MGT-9, as required under section 92 of the Companies Act, 2013, are included in this report as Annexure-II and forms an integral part of this report.

Number of Meetings of the Board



The Adjudicating Authority, The National Company Law Tribunal Chandigarh bench, vide its order dated 18th December 2018 had initiated the Corporate Insolvency Resolution Process (CIRP). Since the NCLT order, the powers of the Board of Directors have been suspended and are vested in the resolution professional; hence, no board meetings have been held during the year.

Board Evaluation

The powers of the Board of Directors of the Company are suspended vide order dated December 18, 2018, passed by Hon'ble NCLT Bench, Chandigarh, for initiation of the Corporate Insolvency Resolution Process, the Powers of Board of Directors of the Company are vested in Resolution Professional.

Nomination and Remuneration Policy

The powers of the Board of Directors of the Company are suspended vide order dated December 18, 2018, passed by Hon'ble NCLT Bench, Chandigarh, due to the initiation of the Corporate Insolvency Resolution Process. The Powers of the Board of Directors of the Company are vested in Resolution Professional. No remuneration has been paid to the board of directors during the year.

Directors' Responsibility Statement

The powers of the Company's Board of Directors are suspended vide order dated December 18, 2018, passed by Hon'ble NCLT Bench, Chandigarh, due to the initiation of the Corporate Insolvency Resolution Process. The Powers of the Board of Directors of the Company are vested in Resolution Professional. The Resolution Professional has the power to make decisions regarding the finalization of the Balance Sheet and Profit and Loss Accounts for the year ending 31st March 2024.

Directors and Key Managerial Personnel Changes

The CS Shivani Arora is the KMP in the Company at the end of financial year 2023-24. Although regulation 15(2A) of SEBI (LODR) REGULATIONS, 2015 provides that the regulations regarding the composition of the board shall not be applicable to the company under CIRP. Stock Exchange requirements mandates for the appointment of the Company Secretary.

Declaration by Independent Directors

The Company does not have any independent directors during the year.

Related Party Transactions

There is no material related party transactions as defined in the Companies Act, 2013 read with Regulation 27 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015; which may have potential conflict with the interest of your Company at Large. Hence, there is no detail to be disclosed in form AOC-2 in that regard.

Material changes and commitments

The major events which have affected the Company are as follows:-

There are no material events that have affected the company during the year.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo.

The Particulars relating to the conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo, as required to be disclosed under the Act, are provided in Annexure I to this report.

Risk Management

The Company has a well-defined process in place to ensure appropriate identification and treatment of risks. Risk identification is made at strategic, business, operational, and process levels. All significant risks are well integrated with the functional and business plans and are reviewed on a regular basis.



Corporate Social Responsibility (CSR)

The company has suffered losses in the previous years. Therefore, no amount is attributable to corporate social responsibility as per the Companies Act of 2013. The company is undergoing Corporate Insolvency and Resolution Process.

Composition of Committees

The powers of board of Directors of the Company are vested in the Resolution Professional appointed by the Hon'ble Adjudicating Authority. The board of the Company is suspended, and committees are not properly constituted.

Regulation 15(2A) of SEBI (LODR) REGULATIONS, 2015 provides that the regulations regarding the composition of the board shall not be applicable to the company under CIRP.

Holding and Subsidiaries

M/s Richa Krishna Constructions Private Limited is a subsidiary of the company.

Fixed Deposit

During the year, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014. Therefore, no public deposit was outstanding as at the beginning or at the end of the period.

Significant and material orders passed by the regulator or Courts

The Liquidation order is pending before the Hon'ble NCLT Court, Chandigarh.

Corporate Governance

The company does not have a functional board of directors, and all the powers of the board are being exercised by the RP alone under the supervision of the committee of creditors and direction of the NCLT. Because of this, many of the requirements relating to corporate governance cannot be met.

Whistleblower policy/vigil mechanism

The Company has a Whistle Bowler policy to report genuine concerns or grievances to the Resolution professional.

Internal financial controls and their adequacy

Richa Industries Limited has a proper and adequate system of internal controls to ensure that all the assets are safeguarded and protected against loss from unauthorized use or disposition. An extensive program supplements the Company's internal controls, and its review is done by management and documented policies, guidelines, and procedures.

After the commencement of CIRP, many of the Company's KMPs and functional heads employees resigned. This has reduced the effectiveness of various internal controls, which were earlier implemented by segregating duties and responsibilities. The Resolution professional has, however, implemented controls to ensure the protection and assets of the company.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

The members of the Company had appointed M/s Sai Prakash & CO, Chartered Accountants (ICAI Firm Registration No. 013159N) as the Statutory Auditors of the Company in the 29th Annual General Meeting (AGM) held on 31 August 2024 for a period of 5 (Five) years to hold the office till the conclusion of 34th AGM in terms of the provisions of Section 139 of the Companies Act, 2013. The Auditor report contains the qualifications, reservation and adverse remarks.



Internal Auditor

No internal Auditor was appointed during the year.

Cost Auditor

As per the requirements of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, your Company is not required to maintain cost records.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. Arun Goel & Associates, Company Secretary in Practice (C.P. No.9892) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is included as Annexure-IV and forms an integral part of this report.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

As required under the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has constituted a Sexual Harassment Policy. We follow a gender-neutral approach in handling complaints of sexual harassment. All employees are of equal value, and there is no discrimination between individuals at any point based on race, colour, gender, religion, political opinion, national extraction, social origin, sexual orientation, or age. The Company is committed to providing all its employees and associates a safe and conducive work environment. No complaints were pending in the beginning of the year and the Company received none during the year under Review.

Human resource and industrial relations

During the year under review, the company's industrial relations continued to be cordial and peaceful. Your Company strives to provide the best working environment with ample opportunities to grow and explore. Your Company maintains a work environment that is free from physical, verbal and sexual harassment. Every initiative and policy of the Company takes care of the welfare of all its employees. A strong set of values and policies guides the human resource development function of the Company. The Management Discussion and Analysis Report gives the details of initiatives taken by the Company to develop human resources. The Company maintained healthy, cordial and harmonious industrial relations at all levels throughout the year.

Environment and Safety

The Company has taken all necessary steps for safety and Environment Control and Protection at its Plant located at Kanwara Village, Faridabad.

Particulars of employees and related disclosure

In terms of the provisions of Section 197(12) of the Act read with Rules 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, During the year, none of the employees was in receipt of remuneration of Rs 5,00,000/- per month or Sixty Lacs during the year-end for the part of the year.

The ratio of the remuneration of each director/KMP to the median remuneration of all the employees of the Company for the financial year 2023-24 is not applicable.

Statutory Information

The Business Responsibility Reporting, as required by Regulation 34 (2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, does not apply to your Company for the financial year ending March 31, 2024.



APPRECIATION

The Resolution Professional exercising the powers of the Board of Directors (currently, powers are suspended during CIRP under the provisions of the IBC, 2016) wishes to place their deep appreciation for the support and cooperation of the Committee of Creditors, various departments of State and Central Government, Banks/Financial Institutions, employees and other stakeholders. The Board also commend the continuing commitment and dedication of the employees at all levels.

For Richa Industries Limited
(Under CIRP)


Arvind Kumar
Resolution Professional

Regn No: IBBI/IPA-001/IP-P00178/2017-18/10357

(Richa Industries Limited is under the Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, appointed by the National Company Law Tribunal by order dated 21st December 2018 and continued as Resolution Professional approved by the Committee of Creditors in its meeting held on 17th January 2019 under the provisions of the Code.)

Annexure I

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars of Energy Conservation, Technology absorption and foreign exchange earnings and outgo required under Section 134 (3) (m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2024 is given here below and forms part of the Directors' Report

(A) CONSERVATION OF ENERGY**(i) Steps taken for Conservation of energy**

The company continues reducing and optimising energy consumption at all manufacturing units. Some of the initiatives taken during the financial year 2023-24 were as follows:

Major Energy Conservation measures taken during the year 2023-24: NIL

(ii) The steps taken by the Company for utilizing alternate source of energy: NIL

(iii) The Capital investment on energy conservation Equipment: NIL

(B) TECHNOLOGY ABSORPTION

(i) The efforts made by the Company towards technology absorption during the year under Review are:

- LED lights are used for energy savings at the plant.
- Installation of wind Turbo ventilators at Plant.
- Installation of energy-efficient AC Drives

(ii) The Benefits derived like product improvement, cost reduction, product development or import substitution:

- Improved productivity and cost reduction
- Time-saving
- Reduction in wastage

(iii) In the case of imported technology (imported during the last three years reckoned from the beginning of the financial year), the following information may be furnished: NONE

Details of Technology Imported	Technology Import form	Year of Import	Status Implementation and absorption
NIL			

(iii) The expenditure incurred on Research& Development (R & D): NIL



(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under Review, the following are the details as follows:

(In Rs.)

Particulars	2023-24	2022-23
Earnings	NIL	NIL
Outgo	NIL	NIL



FORM NO. MGT-9**Annexure II****EXTRACT OF ANNUAL RETURN****As on Financial Year ended on 31.03.2024****(Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014)****I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L17115HR1993PLC032108
2.	Registration Date	15-09-1993
3.	Name of the Company	RICHA INDUSTRIES LIMITED
4.	Category/Sub-category of the Company	Company Limited by Shares/Indian Non-Government Company
5.	Address of the Registered office & contact details	Plot No-29,DLF Industrial Area, Phase-II, Faridabad-121003 Tel:0129-4133968, Fax: 0129-413369
6.	Whether listed Company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt Ltd Noble Heights, 1st Floor, Plot NH 2, C-1 Block Lsc, Near Savitri Market, Janakpuri, New Delhi-110058

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the Company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Textile	2365	
2	Construction and engineering (PEB)	3410	

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GIN	Holding/Subsidiary/Associate	% of Shares held	Applicable Section
1	Richa Krishna Construction Pvt. Ltd	U45209HR2019PTC077573	Subsidiary	51	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i. Category-Wise Shareholding**

Sr No	Category of Shareholders	Shareholding at the beginning of the year				Shareholding at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	5840555	0	5840555	24.93	4993318	0	4993318	21.31	-3.61



(b)	Central Government / State Government(s)	0	0	0	'0.00	0	0	0	'0.0000	0.00
(c)	Financial Institutions / Banks	0	0	0	'0.00	0	0	0	'0.0000	0.00
(d)	Any Other (Specify)									
	Bodies Corporate	8078774	0	8078774	'34.48	7828774	0	7828774	'33.41	-1.067
	Sub Total (A)(1)	13919329	0	13919329	'59.40	12822092	0	12822092	'54.72	-4.683
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	'0.00	0	0	0	'0.0000	'0.00
(b)	Government	0	0	0	'0.00	0	0	0	'0.0000	'0.00
(c)	Institutions	0	0	0	'0.00	0	0	0	'0.0000	'0.00
(d)	Foreign Portfolio Investor	0	0	0	'0.00	0	0	0	'0.0000	'0.00
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	'0.00	0	0	0	'0.0000	'0.00
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	13919329	0	13919329	'59.40	12822092	0	12822092	'54.72	-4.683
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	'0.00	0	0	0	'0.0000	'0.00
(b)	Venture Capital Funds	0	0	0	'0.00	0	0	0	'0.0000	'0.00
(c)	Alternate Investment Funds	0	0	0	'0.00	0	0	0	'0.0000	'0.00
(d)	Foreign Venture Capital Investors	0	0	0	'0.00	0	0	0	'0.0000	'0.00
(e)	Foreign Portfolio Investor	0	0	0	'0.00	0	0	0	'0.0000	'0.00
(f)	Financial Institutions / Banks	0	0	0	'0.00	0	0	0	'0.00	'0.00
(g)	Insurance Companies	0	0	0	'0.00	0	0	0	'0.0000	'0.00
(h)	Provident Funds/ Pension Funds	0	0	0	'0.00	0	0	0	'0.0000	'0.00
(i)	Any Other (Specify)									
	Sub Total (B)(1)	0	0	0	'0.00	0	0	0	'0.00	0.00
[2]	Central Government/ State Government(s)/ President of India									
	Central Government / State Government(s)	0	0	0	'0.00	0	0	0	'0.0000	'-0.0135
	Sub Total (B)(2)	0	0	0	'0.00	0	0	0	'0.0000	'-0.0135
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh	5240798	32	5240830	'22.3680	5126913	12	5126925	'21.8819	'0.4861
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	3162978	0	3162978	'13.4997	3320688	0	3320688	'14.1728	'0.6731
(b)	NBFCs registered with RBI	0	0	0	'0.00	0	0	0	'0.0000	'0.0000
(c)	Employee Trusts	0	0	0	'0.00	0	0	0	'0.0000	'0.0000



(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	'0.00	0	0	0	'0.0000	
(e)	Any Other (Specify)									'0.0000
	IEPF	3153	0	3153	0.0135	3153	0	3153	'0.0135	'-0.0631
	Hindu Undivided Family	491580	0	491580	'0.8636	476805	0	476805	'2.0350	'0.0248
	Non Resident Indians (Non Repat)	31153	0	31153	'0.1979	36981	0	36981	'0.1578	'-0.0902
	Non Resident Indians (Repat)	125300	0	125300	'0.5108	104180	0	104180	'0.4446	'0.0000
	Unclaimed Shares	835	0	835	0.0036	835	0	835	'0.0036	'-0.0004
	Clearing Member	291500	0	291500	'0.1257	291400	0	291400	'1.2437	'4.6249
	Bodies Corporate	163342	0	163342	'0.1427	1246941	0	1246941	'5.3220	'4.6830
	Sub Total (B)(3)	9510639	32	9510671	40.59	10607896	12	10607908	'45.2749	'4.6830
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	4928709	9673625	14602334	62.32	10607896	12	10607908	'45.2749	'0.0000
	Total (A)+(B)	13756375	9673625	23430000	'100.00	23429988	12	23430000	'100.00	'-0.4861
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	'0.00	0	0	0	'0.0000	'0.00
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	'0.00	0	0	0	'0.0000	'0.00
	Total (A)+(B)+(C)	13756375	9673625	23430000	'100.00	23429988	12	23430000	'100.00	'0.0000

(ii) Shareholding of Promoters

Sr.	Shareholder Name	Shareholding at the Beginning of the Year			Shareholding at the End of the Year			
		No of Shares held	% of total shares of the Company	% of Shares pledged/encumbered to total shares	No of Shares held	% of total shares of the Company	% of Shares pledged/encumbered to total shares	% Change in shareholding during the year
1	RICHA HOLDINGS LIMITED	7621156	'32.52	'28.05	7371156	'31.46	'28.05	-1.06
2	SANDEEP GUPTA	1152968	'4.92	'4.26	1152968	'4.92	'4.26	0.00
3	SUSHIL GUPTA	1100706	'4.69	'4.26	1100706	'4.69	'4.26	0.00
4	SUBHASH GUPTA	981667	'4.18	'0.00	500000	'2.13	'0.00	-2.05
5	AKASH GUPTA	602223	'2.57	'0.00	602223	'2.57	'0.00	0.00
6	LISHA GUPTA	591498	'2.52	'0.00	591498	'2.52	'0.00	0.00
7	GARIMA GUPTA	572223	'2.44	'0.00	482223	'2.05	'0.00	0.38
8	JEWEL GARMENTS PVT. LTD.	457618	'1.95	'0.00	457618	'1.95	'0.00	0.00
9	GEETA DEVI	435570	'1.85	'0.00	160000	0.68	'0.00	-1.17
10	MANISH GUPTA	318954	'1.36	'0.64	318954	'1.36	'0.64	0.00
11	SHWETA GUPTA	84746	'0.36	'0.00	84746	'0.36	'0.00	0.00
	Total	13919329	'59.40	'37.2297	12822092	'54.72	'37.22	-4.6



iii. Change in Promoters Shareholding (Please specify, if there is no change)

S. No.	Share Holder's Name	No. of shares at the beginning of the year	% of the total shares of the company	Date	Increase/ Decrease in Shareholding	Reason	Cumulative shares during the year	% of the total shares of the company during the year
1	RICHA HOLDINGS LIMITED	7621156	'32.52	30.03.2024	Decrease	Transfer	7371156	'31.46
2	SUBHASH GUPTA	981667	'4.18	30.03.2024	Decrease	Transfer	500000	'2.13
3	GARIMA GUPTA	572223	'2.44	30.03.2024	Decrease	Transfer	482223	'2.05
4	GEETA DEVI	435570	'1.85	30.03.2024	Decrease	Transfer	160000	0.68

iv. Shareholding Pattern of Top Ten Shareholders
(Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	SUBHASH GUPTA SONS PRIVATE LIMITED	0	0.0000			0	0.0000
	Transfer			30 Mar 2024	1097237	1097237	4.6830
	AT THE END OF THE YEAR					1097237	4.6830
2	INDIAN CLEARING CORPORATION LTD.	291000	1.2420			291000	1.2420
	AT THE END OF THE YEAR					291000	1.2420
3	NAIDU VANGAPANDU GOPI	134000	0.5719			134000	0.5719
	Transfer			05 Jan 2024	(100)	133900	0.5715
	Transfer			08 Mar 2024	(100)	133800	0.5711
	AT THE END OF THE YEAR					133800	0.5711
4	GANTA HANUMANTHARAO	110000	0.4695			110000	0.4695
	AT THE END OF THE YEAR					110000	0.4695
5	RAKESH PRUTHI	96545	0.4121			96545	0.4121
	Transfer			04 Aug 2023	2806	99351	0.4240
	AT THE END OF THE YEAR					99351	0.4240
6	BABU LAL GUPTA	0	0.0000			0	0.0000
	Transfer			03 Nov 2023	2	2	0.0000
	Transfer			10 Nov 2023	5175	5177	0.0221
	Transfer			17 Nov 2023	(2877)	2300	0.0098
	Transfer			24 Nov 2023	(300)	2000	0.0085
	Transfer			01 Dec 2023	(1682)	318	0.0014



	Transfer			08 Dec 2023	(300)	18	0.0001
	Transfer			22 Mar 2024	69732	69750	0.2977
	Transfer			29 Mar 2024	12882	82632	0.3527
	Transfer			30 Mar 2024	6918	89550	0.3822
	AT THE END OF THE YEAR					89550	0.3822
7	IMPACT LABS PVT LTD	82108	0.3504			82108	0.3504
	AT THE END OF THE YEAR					82108	0.3504
8	RAJIV R JAGDALE - HUF	60113	0.2566			60113	0.2566
	AT THE END OF THE YEAR					60113	0.2566
9	ASHOKKUMAR MANILAL PATEL	2100	0.0090			2100	0.0090
	Transfer			28 Apr 2023	2	2102	0.0090
	Transfer			10 Nov 2023	15380	17482	0.0746
	Transfer			17 Nov 2023	2023	19505	0.0832
	Transfer			24 Nov 2023	820	20325	0.0867
	Transfer			01 Dec 2023	3060	23385	0.0998
	Transfer			08 Dec 2023	5653	29038	0.1239
	Transfer			15 Dec 2023	1118	30156	0.1287
	Transfer			22 Dec 2023	2835	32991	0.1408
	Transfer			29 Dec 2023	790	33781	0.1442
	Transfer			05 Jan 2024	4417	38198	0.1630
	Transfer			12 Jan 2024	(2300)	35898	0.1532
	Transfer			19 Jan 2024	(3145)	32753	0.1398
	Transfer			08 Mar 2024	11	32764	0.1398
	Transfer			22 Mar 2024	23287	56051	0.2392
	Transfer			30 Mar 2024	3500	59551	0.2542
	AT THE END OF THE YEAR					59551	0.2542
10	PRAHLAD PAWANKUMAR JAIN	24000	0.1024			24000	0.1024
	Transfer			14 Apr 2023	1095	25095	0.1071
	Transfer			21 Apr 2023	10000	35095	0.1498
	Transfer			01 Sep 2023	500	35595	0.1519
	Transfer			08 Sep 2023	22000	57595	0.2458
	Transfer			29 Sep 2023	(807)	56788	0.2424
	Transfer			06 Oct 2023	(752)	56036	0.2392
	Transfer			10 Nov 2023	(200)	55836	0.2383
	Transfer			24 Nov 2023	(100)	55736	0.2379
	Transfer			22 Dec 2023	(1000)	54736	0.2336
	Transfer			19 Jan 2024	(1000)	53736	0.2293
	AT THE END OF THE YEAR					53736	0.2293
11	MANISH VINOD MEHTA	53000	0.2262			53000	0.2262
	AT THE END OF THE YEAR					53000	0.2262
12	BAHADUR SINGH CHOUHAN	66588	0.2842			66588	0.2842
	Transfer			19 May 2023	15015	81603	0.3483
	Transfer			26 May 2023	(2695)	78908	0.3368
	Transfer			09 Jun 2023	21378	100286	0.4280
	Transfer			16 Jun 2023	13860	114146	0.4872



	Transfer			23 Jun 2023	1	114147	0.4872
	Transfer			07 Jul 2023	10378	124525	0.5315
	Transfer			28 Jul 2023	3009	127534	0.5443
	Transfer			04 Aug 2023	5144	132678	0.5663
	Transfer			01 Sep 2023	6294	138972	0.5931
	Transfer			08 Sep 2023	(38000)	100972	0.4310
	Transfer			08 Dec 2023	(15309)	85663	0.3656
	Transfer			15 Dec 2023	(10282)	75381	0.3217
	Transfer			29 Dec 2023	(1398)	73983	0.3158
	Transfer			05 Jan 2024	(281)	73702	0.3146
	Transfer			12 Jan 2024	(23002)	50700	0.2164
	AT THE END OF THE YEAR					50700	0.2164
13	KUSUM WADHWA	50199	0.2143			50199	0.2143
	Transfer			07 Apr 2023	(550)	49649	0.2119
	AT THE END OF THE YEAR					50199	0.2143
14	MAHESH KUMAR POKAR	52200	0.2228			52200	0.2228
	Transfer			22 Mar 2024	(52200)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

V. Shareholding of Directors and Key Managerial Personnel

S. No.	Share Holder's Name	No. of the shares at the beginning of the year	% of the total shares of the company	Date	Increase/ Decrease in Shareholding	Reason	Cumulative shares during the year	% of the total shares of the company during the year
1.	Dr. Sandeep Gupta	1152968	4.92		No Change		1152968	4.92
2.	Mr. Manish Gupta	318954	1.36		No Change		318954	1.36

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment
(Rs in Lacs)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	25726.95	1289.13	-	27016.08
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	25726.95	1289.13	-	27016.08
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	169.66	-	169.66
Net Change	-	169.66	-	169.66
Indebtedness at the end of the financial year				



i) Principal Amount	25726.95	1119.47	-	26846.42
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	25726.95	1119.47	-	26846.42

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole Time Director and /or Manager

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (In Rs)
		Director	Managing Director	
1	Gross Salary			
	(a) Salary as per provision contained in Section 17 (1) of the Income Tax Act, 1961	-	-	-
	(b) Value of Perquisites u/s 17 (2) of the Income Tax Act, 1961			
	(c) Profits in Lieu of Salary u/s 17 (3) of the Income Tax Act, 1961			
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission As % of Profit Others, specify	-	-	-
5	Others, Please specify	-	-	-
Total (A)		-	-	-
Ceiling as per the Act				

B. Remuneration to other Directors:

Sr. No	Particulars of Remuneration			Total Amount (In Rs)
1	Independent Director			
	Sitting Fee for attending Board/Committee Meetings	-	-	-
	Commission			
	Others, Please Specify			
	Total (1)	-	-	-
2	Other Non-Executive Directors			
	Sitting Fee for attending Board/Committee Meetings	-	-	-
	Commission			
	Others, Please Specify			
	Total (2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Total (B)=(1+2)			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No	Particulars of Remuneration	Key Managerial Personnel		Total Amount (In Rs)
1	Gross Salary			
	(d) Salary as per provision contained in Section 17 (1) of			



	the Income Tax Act, 1961	-	-	-
	(e) Value of Perquisites u/s 17 (2) of the Income Tax Act, 1961	-	-	-
	(f) Profits in Lieu of Salary u/s 17 (3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission As % of Profit Others, specify	-	-	-
5	Others, Please specify	-	-	-
Total (A)		-	-	-
Ceiling as per the Act				

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/Compounding fees impose	Authority (RD/NCLT/COURT)	Appeal Made if any (give details)
A. Company					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. Directors					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. Officers in Default					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



Form No-MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024

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

To,
 The Members,
Richa Industries Limited
 Plot No.29, DLF Industrial Area,
 Phase-II, Faridabad
 Haryana-121003

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s **Richa Industries Limited (CIN-L17115HR1993PLC032108)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

We Report That:

- 1 Maintenance of Secretarial Records is the responsibility of the management of the Company. But in this case all responsibilities are vested with the Resolution Professional i.e. Mr. Arvind Kumar, after commencement of the CIRP period. Our responsibility is to make a report based on the secretarial records produce for 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 the test basis to ensure that correct facts are reflected in secretarial records produce for our audit.
3. We have not verified the correctness and appropriateness of financial records, books of accounts of the Company
4. Compliance with the provision of Corporate and other applicable laws, rules, regulations standards is the responsibility of the management. Our examination was limited to the verification of procedure followed by the company on test basis.
5. While forming an opinion on compliance and issuing the secretarial audit report, we have also taken into consideration the compliance-related actions taken by the company after 31st March 2024
6. The secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company Resolution professional during the conduct of secretarial audit, we hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 the company has not complied with the statutory provisions listed hereunder and also that the Company has not proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



The Corporate Insolvency Resolution Process ("CIRP") has been initiated on a petition filed by Tata Bluescope Steel Limited against Richa Industries Limited ("the Company"), vide an Order dated 18-12-2018 ("Insolvency Commencement Date") by the Hon'ble National Company Law Tribunal ("NCLT"), Chandigarh Bench, under the provisions of the Insolvency and Bankruptcy Code, 2016 ("the Code"). Mr. Arvind Kumar, IP Registration No. IBB/PA-001/IP-P00178/2017-2018/10357 has been appointed as Interim Resolution Professional ("IRP") to manage affairs of the Company in accordance with the provisions of the Code and thereafter appointed as the Resolution Professional ("RP") by the committee of creditors ("CoC") of the Company in the meeting held on January 17, 2019 under the provisions of the Code. Pursuant to the Hon'ble NCLT Order for commencement of the CIRP and in line with the Provisions of the Code, the power of the Board of Directors stands suspended and same is being exercised by RP in terms of the provisions of Section 17 & 20 of the Code.

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not applicable to the Company during the Period under the Review)**.

(v) The following Regulations and Guidelines are 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; **(Not applicable as the company has not issued any further share capital during the period under the Review)**
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Securities and exchange board of India (Prohibition of Insider Trading) Regulation, 2016; **(Not applicable as the company has not issued any further share capital during the period under the Review)**
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable as the company has not issued any further share capital during the period under the Review)**
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not applicable to the Company during the period under the Review);**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable as the company has not issued any further share capital during the period under the 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 as the Company as it is not registered as Registrar and Transfer Agents with SEBI);**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during Period under the Review);** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period);**

The management/RP has identified and confirm with the following laws applicable specifically to the Company:

- (1) Textile Committee Act, 1963
- (2) Textile (Development & Regulation) Order, 2001
- (3) Textile (Consumer Protection) Regulations, 1988

I have relied on the representation made by the Resolution Professional for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations as applicable to the Company as given in **Annexure I**



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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) with respect to Meetings of The Board of Directors (SS-1) and General Meetings (SS-2). Not applicable as Board was suspended
- (iii) Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into by the company with BSE Limited.

During the period under Review the Company is under CIRP Period as there is no proper Composition of Board in the Company and all the powers are vested with the Resolution professional. As the Liquidation order is pending before the Hon'ble NCLT Court, Chandigarh

I further report that

The Board of Directors of the Company is not duly constituted and also there is no independent Women Director on the Board of the Company.

I further report that there is No Internal Auditor appointed by the Company under section 138 of companies Act, 2013.

I further report that there are no 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.

Date: 06.09.2024

Place: Faridabad

**For Arun Goel & Associates
Company Secretaries**

**Arun Goel
C.P. No 12508**

UDIN:F009892F001164485

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

Annexure I

Major General Acts, Laws and Regulations as applicable to the Company

1. Factories Act, 1948
2. Direct and Indirect Tax Laws
3. Laws relating to employees, contract labour, child labour, wages, gratuity, provident funds, bonuses, compensation, employee state insurance, etc.
4. Environment Protection Laws
5. Laws relating to the prevention and control of Pollution
6. Indian Boilers Act, 1923
7. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
8. Laws relating to Trade Marks, Copyright, Design etc.



CORPORATE GOVERNANCE REPORT

Corporate governance is the set of policies, processes, and practices that govern the affairs of a company in pursuit of its business goals. Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. As stakeholders across the globe have a keen interest in the practices and performance of companies, corporate governance has emerged at the centre stage.

Over the years, governance processes and systems have been strengthened and institutionalized at Richa. Effective implementation of these policies underpins the Company's commitment to uphold the highest principles of Corporate Governance consistent with the Company's goal to enhance shareholders' value.

Keeping in view the Company's size, complexity, global operations and corporate traditions, the Company's Governance framework is based on the following main principles:

- ❖ Constitution of the Board of Directors of appropriate composition, size, varied expertise and commitment to discharge their responsibilities and duties.
- ❖ Ensure the timely flow of information to the Board and its Committees to enable them to discharge their functions effectively.
- ❖ A sound system of risk management and internal control.
- ❖ Independent verification and safeguarding the integrity of the Company's financial reporting.
- ❖ Timely and balanced disclosure of all material information concerning the Company to all stakeholders.
- ❖ Transparency and accountability.
- ❖ Fair and equitable treatment to all stakeholders including employees, customers, shareholders and investors.
- ❖ Compliance with all the rules and regulations.

The Company recognizes that good Corporate Governance is a continuing exercise and is committed to follow the best practices in the overall interest of the stakeholders.

In accordance with Bombay Stock Exchange and the best practices followed internationally on Corporate Governance, the details of governance systems and processes are as under:

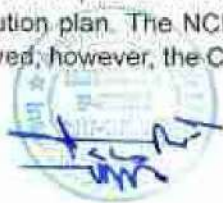
1. Company's Philosophy on Code of Governance

Corporate Governance deals with the complex set of relationships between the Company and its Board of Directors, management, shareholders, and other stakeholders. Your Company believes that changes are inevitable in the corporate world, whether relating to laws, rules, regulations, standards, procedures, or public disclosures, thereby constantly posing challenges for the corporation to meet the highest set of standards of business ethics and fair play. Adherence to Corporate Governance practices at each such time shall lead the way to transparent and just business operations, and the company is committed to it.

Initiation of Corporate Insolvency Resolution Process

The Corporate Insolvency Resolution Process ("CIRP") in respect of the company was initiated on a petition filed by Tata Bluescope Steel Limited against Richa Industries Limited ("the Company") vide an order dated 18-12-2018 ("Insolvency Commencement Date") by the Hon'ble National Company Law Tribunal ("NCLT"), Chandigarh Bench: Mr. Arvind Kumar, IP Registration No. IBBM/PA-001/IP-P00178/2017-2018/10357 was appointed as Interim Resolution Professional ("IRP") to conduct the CIRP and manage affairs of the Company in accordance with the provisions of the Code. He was thereafter appointed as the Resolution Professional ("RP") by the committee of creditors ("CoC") of the Company in the meeting held on January 17, 2019 under the provisions of the Code.

Pursuant to the Hon'ble NCLT Order for commencement of the CIRP and in accordance with the provisions of the Code, the powers of the Board of Directors were suspended and vested with the RP in terms of the provisions of Sections 17, 20 of the Code. The committee of creditors had resolved to liquidate the company, and the RP filed an application seeking an order of liquidation. However, many suitors desirous of submitting a resolution plan for the company approached the RP and later the NCLT, seeking an opportunity to submit a resolution plan. The NCLT allowed the seeking of resolution plans again, pursuant to which six plans were received; however, the CoC did not approve any resolution plan again. At present, further applications filed by



the interested persons are pending before the NCLT, and the outcome of these is awaited.

2. Board of Directors

Composition and Category

The Board of Directors of the Company ("**the Board**") provides leadership and guidance to the Company's Management and also supervises, directs and manages the performance of the Company. The Board has constituted various Committees of Directors, for the matters requiring special attention and their effective and efficient disposal. The powers of the Board are vested with the Resolution professional as per the IBC provision.

Details of the Directors constituting the Board, their category, shareholding in the Company, number of Directorships in other public limited companies etc. are as follows:

Directorship/Committee Membership as on March 31, 2024

Name of the Director	Designation	DIN	Category	Shareholding in Company (No. of Shares)	Directorships in other Indian public companies (including Richa)	No. of Board Committee memberships held in all public companies (including Richa)	No. of Board Committees Chairmanships held in all public companies (including IBL)	Date of Changes among the director appointment/ Cessation:
Dr. Sandeep Gupta	Managing Director	00035751	Executive Non-Independent	1152968	2	4	1	
Mr. Lavesh Kansal	Director	07481847	Executive	NIL	1	NIL	NIL	

Notes:

Directorship excludes Private Limited Companies, foreign companies and Alternate Directorship Chairmanship / Membership of Committee include Audit Committee and Stakeholders Relationship Committee and Nomination and Remuneration Committee and Corporate Social Responsibility Committee in Indian Public Companies including Richa Industries Limited. None of the Directors on the Board is a member of more than ten Committees and Chairman of more than five Committees across all companies in which they are Directors.

Independent Directors

There are no independent directors on the board of the company during the FY 2023-24.

Hence, Section 149 of the Companies Act, 2013 and Regulation 16 (b) of the SEBI (Listing Obligation and Disclosure Requirements), 2015, is not applicable.

Board Procedure

Due to the initiation of the Corporate Insolvency Resolution Process, the Powers of the Board of Directors & Committees are suspended pursuant to the provisions of IBC, 2016

Insider Trading Code

The Securities and Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("The PIT Regulations"). The PIT Regulations came into effect on May 15, 2015 and replaced the earlier regulations. The object of the PIT regulations is to curb the practice of Insider trading in the securities of a listed Company. The Company has adopted an Internal Code of Conduct for regulating, Monitoring and reporting trades by Insiders ("the Code") per the requirements of PIT Regulation. The Code is applicable to Promoter and Promoters Group, all Directors, and designated employees who are expected to have access to unpublished price-sensitive information relating to the Company. The Company Secretary is the Compliance Officer who monitors adherence to the said regulations.



3. Committees of the Board

The powers of Board of Directors of the Company are suspended vide order dated December 18, 2018, passed by Hon'ble NCLT Bench, Chandigarh for initiation of the Corporate Insolvency Resolution Process, the Powers of the suspended Board of Directors of the Company are vested in Resolution Professional Mr. Arvind Kumar. Regulation 15(2A) of SEBI (LODR) REGULATIONS, 2015 provides that the regulations regarding the composition of the board shall not be applicable to the company under CIRP.

Audit Committee

Composition

The powers of Board of Directors of the Company are suspended vide order dated December 18, 2018, passed by Hon'ble NCLT Bench, Chandigarh for initiation of Corporate Insolvency Resolution Process, the Powers of suspended Board of Directors of the Company are vested in Resolution Professional Mr. Arvind Kumar. The regulation 15(2A) of SEBI (LODR) REGULATIONS, 2015 provides that the regulations regarding the composition of the board shall not be applicable to the company under CIRP. Therefore, the company is not obliged to comply with the Provision of the Companies Act 2013 and SEBI (LODR) Regulations regarding the Composition of Committee.

Nomination & Remuneration Committee

The powers of Board of Directors of the Company are suspended vide order dated December 18, 2018, passed by Hon'ble NCLT Bench, Chandigarh, for initiation of Corporate Insolvency Resolution Process, the Powers of the suspended Board of Directors of the Company are vested in Resolution Professional Mr. Arvind Kumar.

Regulation 15(2A) of SEBI (LODR) REGULATIONS, 2015 provides that the regulations regarding the composition of the board shall not be applicable to the company under CIRP. Therefore, the company is not obliged to comply with the Provision of the Companies Act 2013 and SEBI (LODR) Regulations in regarding the Composition of Committee.

Remuneration Policy

Remuneration paid to the Directors during the year 2023-24:

(a) NON EXECUTIVE DIRECTOR

Name of the Director	No of shares held	Sitting Fees/Monthly fees	(In Rs.)	
			Commission	Total
-	-	-	-	-

(b) EXECUTIVE DIRECTORS

Name	Salary	Perquisites	Provident Fund	(In Rs.)
				Total
-	-	-	-	-

excludes provision for gratuity and leave encashment.

Independent Director Meeting

There is no Independent Director on the board of the company. Moreover, the Company is under CIRP w.e.f 18.12.2018. Hence, independent director meetings are not required for the period under review.

Stakeholders Relationship Committee

The powers of Board of Directors of the Company are suspended vide order dated December 18, 2018, passed by Hon'ble NCLT Bench, Chandigarh for initiation of the Corporate Insolvency Resolution Process, the Powers of suspended Board of Directors of the Company are vested in Resolution Professional .

The regulation 15(2A) of SEBI (LODR) REGULATIONS, 2015 provides that the regulations regarding the composition of the board shall not be applicable to the company under CIRP. Therefore, company is not obliged to comply the Provision of the Companies Act 2013 and SEBI (LODR) Regulations in respect of the Composition of Committee.



Corporate Social Responsibility Committee

The powers of Board of Directors of the Company are suspended vide order dated December 18, 2018, passed by Hon'ble NCLT Bench, Chandigarh for initiation of Corporate Insolvency Resolution Process, the Powers of suspended Board of Directors of the Company are vested in Resolution Professional.

Regulation 15(2A) of SEBI (LODR) REGULATIONS, 2015 provides that the regulations regarding the composition of the board shall not be applicable to the company under CIRP. Therefore, company is not obliged to comply the Provision of the Companies Act 2013 and SEBI (LODR) Regulations in respect of the Composition of the Committee.

4. GENERAL BODY MEETINGS

Annual General Meetings

The details of last three Annual General Meetings of the Company are given hereunder:

AGM	Financial Year	Date and Time	Venue	Special Resolution Passed
27 th	2020-2021	10th January, 2021	Plot No 29, DLF Industrial Area, Phase-II, Faridabad-121003, Haryana	NA
28 th	2021-2022	30 th December, 2022	Plot No 29, DLF Industrial Area, Phase-II, Faridabad-121003, Haryana	NA
29 th	2022-2023	31 st August, 2024	Plot No 29, DLF Industrial Area, Phase-II, Faridabad-121003, Haryana	NA

Extraordinary General Meeting

No Extraordinary General Meeting was held during the financial year 2023-24.

Postal Ballot

No Postal Ballot was conducted during the financial year 2023-2024

5. Disclosure

- The company has not appointed women Director after 01.10.2018 as required by the Companies Act, 2013 and SEBI (LODR), 2015.
- There is no proper composition of the Board. Most of the senior employees have resigned.
- The Company is under CORPORATE INSOLVENCY RESOLUTION PROCESS ("CIRP") under Insolvency and bankruptcy code, 2016 vide order dated 18.12.2018 of Hon'ble National Company Law Tribunal, Chandigarh Bench, Mr. Arvind Kumar has been appointed as an Interim Resolution Professional as per the provision of the code. Further the Committee of creditors constituted during CIRP has confirmed the appointment of Mr. Arvind Kumar as the Resolution Professional on 17.01.2019 for the Company.

As per the Insolvency and Bankruptcy Code, 2016 public announcement was made inviting the claims from the creditors and during the Corporate Insolvency Resolution Process ("CIRP") Expression of Interest was invited for submitting the Resolution Plan for Richa Industries Limited. One Resolution Plan, received from the Resolution Applicant was placed before the Committee of Creditors for approval. The plan submitted was not approved and COC resolved to liquidate the Company. An application under section 33 of the Insolvency and Bankruptcy Code 2016 has been filed seeking order



of liquidation from Adjudicating Authority.

- d) Due to initiation of Corporate Insolvency Resolution Process since 18.12.2018 the powers of the Board of Directors & Committee thereof has been suspended.

The Company has not complied with the various provisions of the Companies Act, 2013 and SEBI (LODR), 2015.

6.Means of Communication

The quarterly/half-yearly and annual financial results are generally published in The Financial Express, in English and Jansatta in Hindi.

7. General Shareholder Information

ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2023-2024

Day: Monday
Date: 30th September, 2024
Time: 11.30A.M.
Venue: Plot No -29, DLF Industrial Area, Phase-II, Faridabad-121003, Haryana

b) Financial Year

1st April to 31st March

Tentative Calendar for the financial Year ending March 31, 2024

Sr. No	Particular	Tentative Dates
1	First Quarter Results	In or before Third week of June 2024
2	Second Quarter & Half Yearly Results	In or before Third week of November, 2024
3	Third Quarter & Nine Months Results	In or before Third week of February, 2025
4	Fourth Quarter & Annual results	In or before Fifth week of May, 2025

Listing of Equity Shares on Stock Exchanges and Stock Code and Payment of Listing Fee

The shares of the Company are listed on the following Stock Exchange

Bombay Stock Exchange Limited (ISIN: INE516H01012)
 Stock Code: 532766

Book Closure

September 23, 2024 to September 29, 2024 (both days inclusive)

Listing fees

Annual Listing fee for the financial year 2023-24 has been paid to BSE Limited wherein the Equity Shares of the Company are listed.

Payment of Depository Fees

Annual Custody/Issuer Fee for the year 2023-24 has been paid to both the Depositories i.e. NSDL and CDSL.

Company Registration Details

The Company is registered in the State of Haryana, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate affairs (MCA) is L17115HR1993PLC032108

Stock Market Data



Monthly high and low prices and the volume of equity shares of Richa Industries Limited at the Bombay Stock Exchange Limited (BSE).

MONTH	RICHA		BSE	
	High (Rs.)	Low (Rs.)	High	Low
April, 2023	1.62	1.30	61,209.46	58,793.08
May, 2023	1.77	1.38	63,036.12	61,002.17
June, 2023	1.73	1.44	64,768.58	62,359.14
July, 2023	1.55	1.23	67,619.17	64,836.16
August, 2023	1.47	1.15	66,658.12	64,723.63
September, 2023	1.73	1.51	67,927.23	64,818.37
October, 2023	1.45	1.38	66,592.16	63,092.98
November, 2023	1.44	1.17	67,069.89	63,550.46
December, 2023	1.75	1.37	72,484.34	67,149.07
January, 2024	2.27	1.45	73,427.59	70,001.60
February, 2024	2.06	1.78	73,413.93	70,809.84
March, 2024	2.08	1.18	74,245.17	71,674.42

Registrar & Share Transfer Agent

M/s. Link Intime India Private Limited, has been appointed as the Registrar and Share Transfer Agent of the Company for handling the share transfer work both in physical and electronic form. All correspondence relating to share transfer, transmission, dematerialization, dematerialization etc. can be made at the following address

LINK INTIME INDIA PRIVATE LIMITED

Address	Noble Heights, 1st Floor, Plot NH 2,C-1 Block Lsc, Near Savitri Market, Janakpuri, New Delhi-110058.
Telephone	011-41410592, 93, 94
Email	delhi@linkintime.co.in
Website	www.linkintime.co.in

Share Transfer System

Shares sent for transfer in physical form are processed and transfer is completed by our Registrar and Share Transfer Agent within a period of Seven days from the date of receipt, provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/GDSL through respective Depository Participants. In Compliance with the SEBI Regulation (Listing Obligation and Disclosure Requirements) Regulations, 2015, a practicing Company Secretary carried out audit of the system of transfer and a certificate to that effect is issued

Categories of Shareholders as on March 31, 2024

Sr. No	Particular	No of Shares	% of Holding
(A)	Promoter Holding		
	(a) Individuals/Hindu Undivided Family	4993318	21.31
	(b) Bodies Corporate	7828774	33.41



	Sub Total (A) (1)	12822092	54.72
(B)	Public Shareholding		
	1. Institutions		
	(a) Mutual Funds	0.00	0.00
	(b) Financial Institutions/Banks	0.00	0.00
	(c) Foreign Portfolio Investor	0.00	0.00
	(d) Insurance Companies	0.00	0.00
	(e) Foreign Financial Institution	0.00	0.00
	(f) Foreign mutual Fund	0.00	0.00
	Sub-Total (B) (1)	0.00	0.00
	2. Non-Institution		
	(a) Bodies Corporates		
	(b) Individuals		
	I. Individual shareholders holding nominal share capital up to Rs 1lakh	5126925	21.88
	II. Individual shareholders holding Nominal share capital in excess of Rs. 1 lakh.	3320688	14.17
	(c) Hindu Undivided Family	476805	2.03
	(d) IEPF	3153	0.01
	(e) Non Resident Indian (non Repat)	36981	0.15
	(f) Non Resident Indian (Repat)	104180	0.44
	(g) Unclaimed Shares	835	0.00
	(h) Clearing Member	291500	1.24
	(i) Bodies Corporate	1246941	5.32
	Sub Total (B) (2)	10607908	45.27
(B)	Total Public Shareholding	10607908	45.27
(C)	Shares held by custodian and against with depository receiptshave been issued	0.00	0.00
Grand Total (A) + (B) +(C)		23430000	100

Dematerialization of Shares and Liquidity

99.99 % of the Paid up Equity Share Capital of the Company is in the dematerialized form as on March 31, 2024. The Company Equity Shares are compulsory traded in the Stock Exchange in the dematerialized mode and are available for trading under both the Depository Systems in India i.e. National Securities Depository Limited and Central Depository Services (India) Limited.

Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted Capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Bombay Stock Exchange. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL + total number of shares in physical form.

Equity Shares In the Suspense Account

As Per Regulation 34 (3) read with Schedule V of the Listing Regulation, the details of the Shares in the suspense Account are as follows:

Particulars	Demat		Physical	
	Number of Shareholders	Number of Equity Shares	Number of shareholders	Number of Equity Shares



Aggregate Number of Shareholders and the Outstanding share in the suspense Account lying as on April 1, 2023	4	835	0	0
Number of Shareholders who approached the Company for transfer of Shares from suspense Account during the year	0	0	0	0
Number of Shareholders to whom shares were transferred from suspense Account During the Year	0	0	0	0
Aggregate Number of Shareholders and the Outstanding Shares in the Suspense Account lying as on March 31, 2024	4	835	0	0
That the Voting Rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	0	835	0	0

Plant Locations

The Company's manufacturing facilities are located at the following locations:

Textile Division	Construction & Engineering Division (PEB) (Not in operation)
Village Kawnra, Kheri-Jasana Road, Near Lingayas Institute of Management & Technology Faridabad-121101, Haryana	8 th km Stone, Ramnagar Road, NH 121, Kashipur, Udam Singh Nagar, Uttarakhand-244713

Address for Correspondence

- (a) **Investor Correspondence:** For Share Transfer/Demat/Remat of shares or any other query in relation to the shares of the Company.

LINK INTIME INDIA PRIVATE LIMITED

Address Noble Heights, 1st Floor,
Plot NH 2, C-1 Block Lsc, Near
Savitri Market, Janakpuri,
New Delhi-110058

Telephone 011-41410592, 93, 94
Email delhi@linkintime.co.in
Website www.linkintime.co.in

- (b) **For grievance redressal and any query on Annual Report**

All request and other communication/ correspondence should be sent at the Company registered office at

Richa Industries Limited
Plot No 29
DLF Industrial Area
Phase-II, Faridabad-121003



For Richa Industries Limited

(Under CIRP)


Arvind Kumar

Resolution Professional

Regn No: **IBBI/IPA-001/IP-P00178/2017-18/10357**

(Richa Industries Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Arvind Kumar, appointed by the National Company Law Tribunal by order dated 21st December, 2018 and continued as Resolution Professional approved by the Committee of Creditors in its meeting held on 17th January, 2019 under the provisions of the Code.)

Date: 28.08.2024

Place: Faridabad



Sri Prakash & Co.
CHARTERED ACCOUNTANTS

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Independent Auditors Report

To the Members of
Richa Industries Limited

Report on the Standalone Financial Statement

1. Corporate Insolvency Proceedings as per Insolvency and Bankruptcy Code, 2016 (IBC)

The Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT") by an order dated 18.12.2018 admitted the Corporate Insolvency Resolution Process application filed against **Richa Industries Limited** by an operational creditor and appointed Mr. Arvind Kumar as an Interim Resolution Professional (IRP) in terms of the Insolvency and Bankruptcy Code, 2016 ("Code") to manage the affairs of the company as per the provisions of the code. Further, the committee of creditors constituted during CIRP has confirmed the appointment of Mr. Arvind Kumar as the resolution professional ("RP") on 17-01-2019 for the company. In view of ongoing CIRP and suspension of powers of Board of Directors and as explained to us, the powers of adoption of this standalone Financials Statements vests with the RP under Insolvency and Bankruptcy Code, 2016.

2. Qualified Opinion

We have audited the accompanying Standalone Financial Statements of Richa Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, and Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information (here in refer to as "Standalone Financial Statement").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in para 3(a) to 3(m) in the basis for qualified opinion, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit (or Loss) and cash flows for the year ended on that date.

3. Basis for Qualified Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the

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Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone 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 qualified audit opinion on the standalone financial statements. We refer to the following notes to standalone financial statements:

- a. During the year, the Company has incurred a Net Loss of Rs. 16.76 Crore resulting into accumulated losses of Rs. 334.73 Crore and erosion of its Net worth as at March 31, 2024. The Company has obligations towards fund-based borrowings and operational creditors and statutory dues, subject to reconciliation/verification that have been demanded/recalled by the financial/operating creditors pursuant to ongoing Corporate Insolvency Resolution Process (CIRP). These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as going concern and therefore the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. The ultimate outcome of these matters is at present not ascertainable. Accordingly, we are unable to comment on the consequential impact, if any, on the accompanying standalone financial statements.
- b. The Company has been unable to conclude with the Resolution Plan and also the liquidation process request has been submitted before Hon'ble NCLT which is pending as on the date of audit. This situation indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. The financial statements do not adequately disclose this matter.
- c. In view of the significant losses which have been incurred by the company during the previous financial years, the carrying value of certain fixed assets needs to be tested for impairment. The management has not done the impairment testing and in absence of any information, we are unable to comment as to whether any provision for impairment is required or not
- d. In connection with the existence of material uncertainties over the realizability of trade receivables and Security Deposit amount aggregating to Rs. 50.55 Crore included in financial and other assets which are past due subject to confirmation and reconciliation. The management is yet to assess the change in risk of default and resultant expected credit loss allowance on such assets.
- e. The Inventory valuing Rs. 4.19 Crore comprises of raw material, stock of work in progress, semi-finished goods including recovery stock and material at shop floor and Net Fixed Assets valuing Rs. 85.83 Crore was neither Physical verification nor valued by us. The quantity and valuation as provided by Management / Resolution Professional has been accepted without any further verification / valuation. Any deviation in the same may affect the Financial Position and / or Financial Performance of the Company, to the extent.



- f. In respect of various claims, submitted by the financial creditors (including claims towards fund based and non-fund based exposure and claims on behalf of subsidiary companies and other parties) , operational creditors, workmen or employee and authorized representative of workmen and employees of the Company to Resolution Professional pursuant to the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulation 2016, that are currently under consideration/reconciliation. Pending reconciliation/admission of such claims by the RP, we are unable to comment on the consequential impact, if any, on the accompanying statement.
- g. The company has not made any provision for gratuity and leave encashment for the current financial year and no actuarial valuation report has been taken, the impact on loss for the year on account of such previous provision is not ascertainable and relevant disclosures have not been given. This is not in compliance with AS-15 Employee Benefits.
- h. The GST returns i.e. GSTR-1, GSTR-3B, GSTR-2A are subject to reconciliation with books of accounts.
- i. The accompanying statements are in compliance to Indian Accounting Standards ('IND AS') specified under Section 133 of the Companies Act, 2013, read with relevant rules issued there under. The same have been adopted from 01-04-2021.
- j. The company has not appointed Internal Auditor as required by section 138 of the Companies Act, 2013.
- k. The company has not deposited statutory liabilities on time with concerned Government authorities under various Acts before commencement of CIRP during the FY 2023-24. It has also not provided for interest/penalty for such default.
- l. In connection with the existence of material uncertainties over the balances of trade payables and other current liabilities amount aggregating to Rs. 77.56 Crore included in financial statements are subject to reconciliation.
- m. TDS amounting to Rs 22.65 lacs has been shown as payable as on 31-Mar-2024. However, TDS of only Rs 10.38 lacs is paid up to the date of this report and balance TDS of Rs 12.27 lacs is still outstanding.

4. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements, 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
1	<p><i>Accuracy Evaluation of claims submitted by Financial Creditors, Employees & Operational Creditors</i></p>	<p><u>Principal Audit Procedures</u></p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <p>Pursuant to the commencement of Corporate Insolvency Resolution Process of the Company (CIRP) under Insolvency and Bankruptcy Code, 2016 (IBC), various claims have been submitted by operational creditors, financial creditors, employee and others against the Company. The amount of trade and other payables are independent of the claims filed by creditors and admitted by the RP.</p>
2	<p><i>Evaluation of uncertain tax positions</i></p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p>	<p><u>Principal Audit Procedures</u></p> <p>Obtained details of completed and pending tax assessments and demands for the year ended March 31, 2024 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions.</p> <p>Additionally, we considered the effect of new information in respect of uncertain tax positions to evaluate whether any change was required to management's position on these uncertainties.</p>
3	<p><i>Recoverability of Indirect tax receivables</i></p> <p>As at March 31, 2024, non-current assets in respect of withholding tax and others includes Income Tax recoverable which are past due</p>	<p><u>Principal Audit Procedures</u></p> <p>We have involved our internal experts to review the nature of the amounts recoverable, the sustainability and the likelihood of recoverability upon final resolution. The management is yet to assess the change in risk of default and resultant expected credit loss allowance on such</p>



	subject to reconciliation.	assets.
4.	<p><i>Accuracy Evaluation of Inventory Positions</i></p> <p>Estimated effort is a critical estimate to determine liability for onerous obligations</p>	<p><u>Principal Audit Procedures</u></p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <p>i. We have evaluated the design of internal control relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations.</p> <p>ii. we have in respect Non-availability of Physical verification and market value of inventory of Raw Material, Work in progress and Finished goods etc. and in the absence of corroborative evidence, we unable to comment on the extent to which such balances are recoverable.</p> <p>iii. Valuation obtained by the RP under I&BC is confidential and cannot be shared except as per the provisions of the I&B code 2016.</p>
5.	<p><i>Accuracy Evaluation of property, Plant and Equipments</i></p>	<p><u>Principal Audit Procedures</u></p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <p>i. We have evaluated the design of internal control relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations.</p> <p>ii. We have in respect Non-availability of Physical verification and market value of property, plant and equipment etc. and in the absence of corroborative evidence, we unable to comment on the extent to which such balances are recoverable.</p> <p>iii. Valuation obtained by the RP under I&BC is confidential and cannot be shared except as per the provisions of the I&B code 2016.</p>



6.	Accuracy Evaluation of Trade Receivables	<p><u>Principal Audit Procedures</u></p> <p>We have evaluated the design of internal control relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations. In respect Non-availability of Reconciliation and confirmations of balances from the trade receivables and In the absence of corroborative evidence, we unable to comment on the extent to which such balances are recoverable.</p>
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5. Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

The Company's financial statements have been prepared using the going concern basis of accounting. Management is responsible for assessing the Company's ability to continue as a going concern, including whether the use of the going concern basis of accounting is appropriate. The use of the going concern basis of accounting is appropriate unless management either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so. Management is also responsible for disclosing [in the financial statements] a material uncertainty of which management becomes aware related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

As part of our audit, we conclude regarding the appropriateness of management's use of the going concern basis of accounting in the preparation of the financial statements in the context of the applicable financial reporting framework. We also conclude, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the



auditor's report to the disclosures in the financial statements about the material uncertainty or, if such disclosures are inadequate, to modify the opinion on the financial statements. Our conclusions are based on information available to us at the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

6. Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued thereunder.

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 standalone 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. However, Pursuant to ongoing Corporate Insolvency Resolution Process (CIRP) powers of the Board of Directors have been suspended and these Powers are now vested with Resolution Professional (RP).

7. Auditors' Responsibility

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



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

Materiality is the magnitude of misstatements in the standalone 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 standalone 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.

8. Emphasis of matters Attention is invited to:

- a. In respect of Income tax notices received by the company from the Income Tax department and these cases are still under dispute.
- b. In respect of Notices received by the company from Various Labor acts.
- c. As per the insolvency and bankruptcy code, 2016 ("insolvency code"), the RP receives, collect, and admit all the claim submitted by the creditor (Operational, Financial & Other), employee & workmen of the company, and Govt. Authorities. Such claim can be submitted to the RP during the CIRP, till the approval of a resolution plan by COC. The impact of such admitted or rejected claims, if any, has not been considered in the preparation of the Financial Statements.
- d. Information is not available regarding classification of creditors into Micro, Small and Medium enterprises as required under the Micro, Small and Medium enterprises Development Act 2006. The Financial Impact of this Non-Compliance, if any could not be determined

9. Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2 As required by section 143 (3) of the Act, we report that:



- a) We have sought and except for the effects/possible effects of the matters described under "Basis for qualified opinion" paragraph, have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) Except for the effects/possible effects of matters described in the "Basis for qualified opinion" paragraph, 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, except for the effects/ possible effects of the matters described in the "Basis for qualified opinion" paragraph, the aforesaid standalone 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) The matters described under "Basis for Qualified Opinion" and "Emphasis of Matters" paragraph, in our opinion, may have an adverse effect on the functioning of the Company.
- f) The qualification relating to the maintenance of accounts and other matters connected there with are as stated in the basis for Qualified Opinion paragraph;
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses a qualified opinion on the adequacy and operating effectiveness of the Company's internal financial control over financial reporting.
- h) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.
- i) As the proviso to Rule 3(1) of the Companies (Accounts) Rules 2014 is applicable from 1st April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014 on preservation of audit trail as per statutory requirements for record retention is not applicable for the financial year ending 31st March 2024.
- j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the information and explanations given to us:



- i. The Company has disclosed the impact of pending litigations on its financial position to the extent ascertained, in its standalone financial statements;
- ii. Except for the effects/possible effects of matters described under basis of qualified opinion paragraph, the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts. The Company did not have any derivative contracts;
- iii. There has been no delay in transferring the amounts that were due to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2024;

For Sri Prakash & Co
Chartered Accountants
FRN: 002058C

CA Punit Kumar
M. No.522295
UDIN : 24522295BKAVRQ9211



Date: 28-Aug-2024
Place: Baddi



Sri Prakash & Co.
CHARTERED ACCOUNTANTS

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E-mail : cadpindia@gmail.com; cadpindia@rediffmail.com

"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the standalone financial statements of the Company for the year ended March 31, 2024:

- I. (a) As confirmed by the management, the Company is maintaining records showing full particulars including quantitative details. The records are up to date as on 31st March, 2024.

(b) As confirmed by the RP, he has taken physical possession of the assets, based on the records of the company, upon his appointment. The valuation of the Fixed Assets, undertaken by the Management / Resolution Professional at its own, has been accepted as such, without further verification. Any variation may affect the financial position and financial performance to the extent.

(c.) The title deeds of the immoveable properties are held in the name of the Company, but the beneficiary interest lies with the bankers / lenders, with whom the same are mortgaged as security.
- II. The inventory amounting to Rs. 4.19 Crore including stocks with certain third parties. The valuation of the stocks is undertaken by the Management / Resolution Professional at its own, which has been accepted as such, without further verification. Any variation may affect the financial position and financial performance to the extent.
- III. The Company had granted interest free unsecured loans to companies covered in the register maintained under Section 189 of the Act; and with respect the same:
 - (a) the unsecured loan has been given without specifying any terms and conditions and hence further comments can't be given
 - (b) the schedule of repayment of principal and payment of interest has not been specified, hence further comments can't be given.

Further the Company has not granted any secured loans to Companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence the clauses (a), (b) of Para 3(iii) of the order are not applicable. The company has however extended corporate guaranties to secure the payment of suppliers of material, sub-contractors and Non-banking financial companies.

- IV. According to the information and explanations given to us, the Company has not accepted any deposits during the year within the meaning of Sections 73 to 76 of the Companies Act, 2013, and the rules framed there under to the extent notified.
- V. We have broadly reviewed the books of account maintained by the Company in respect of products where pursuant to the rules made by the Central Government of India, the maintenance of cost records has been

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specified under sub-section (1) of Section 148 of the Act. And are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

- VI. (a) According to information and explanations given to us and records of the Company examined by us, the Company has not been regular in depositing undisputed statutory dues in respect of provident fund, employee's state insurance, income-tax, GST, duty of excise, value added tax and cess and any other statutory dues with the appropriate authorities. There have been significant delays in a large number of cases in depositing these dues with the appropriate authorities.
- viii In our opinion and according to the information and explanations given to us and as confirmed by management, the company has defaulted in repayment of dues to a financial institutions & banks as all the credit facilities from most of banks/financial institutions of the company have already been classified as NPA the entire amount of borrowing including interest are overdue and continuing default as on March 31, 2024.
- ix According to the information and explanations given to us, the Company, during the year, has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans have been applied by the Company during the year for the purposes for which they were obtained.
- x During the course of examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to information & explanation given to us, we have neither come across any instance of fraud by the company or on the Company by its officers or employees noticed or reported during the year nor we have been informed of any such case by the Management.
- xi According to the information and explanations given to us and based on the audit procedures conducted by us, company has not paid the managerial remuneration during the FY 2023-24.
- xii In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Therefore, the provisions of Para 3 (xii) of the Order are not applicable to the Company.
- xiii In our opinion and according to the information and explanations given to us, we are unable to obtain sufficient and appropriate audit evidence to comment whether all transactions with the related parties in the financial statements are in compliance with section 177 and 188 of Companies Act, 2013. Further, where applicable the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv According to the information and explanations given to us, the Company has not made any preferential allotment. Accordingly, provisions of para 3 (xiv) of the order are not applicable to the Company.



- xv According to the information and explanations given to us, the company has not entered into any non cash transactions with directors or persons connected with them. The provisions of clause 3 (XV) of the Order are not applicable to the company.
- xvi In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

Date: 28-Aug-2024
Place: Baddi



For Sri Prakash & Co
Chartered Accountants
FRN: 002058C

CA Punit Kumar
M. No.522295



Sri Prakash & Co.
CHARTERED ACCOUNTANTS

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Annexure "B" to the Independent Auditors' Report of even date on the Standalone Financial Statements of Richa Industries Limited

Report on the Internal Financial Controls 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 **Richa Industries Limited** ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls.



H.O. : Gorakhpur (U.P.)

Controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with the 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.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Basis for Qualified Opinion

In our opinion and according to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2024:

The Company did not have appropriate internal financial controls over

(a) Assessment of expected credit loss/loss allowance of trade receivables and withheld amounts which are subject matters of various disputes /arbitration proceedings/ negotiations with the customers and other disputes. .



The inadequate supervisory and review control over Company's process in respect of aforesaid assessment in accordance with the accounting principles generally accepted in India could potentially result in a material misstatement in Preparation and presentation of financial statement including the profit/loss after tax.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified opinion

In our opinion, except for the possible effects of material weaknesses described in "basis of qualified opinion" paragraph above, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and Such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company for the year ended on March 31, 2024, and these material weaknesses have affected our opinion on the standalone financial statements of the Company and we have issued a qualified opinion on the standalone financial statements.

For Sri Prakash & Co
Chartered Accountants
FRN: 002058C

CA Punit Kumar
M. No.522295

Date: 20-Aug-2024
Place: Baddi



Part I : Balance Sheet (Standalone)

RICHA INDUSTRIES LIMITED [CIN : L17115HR1993PLC032108]
Balance Sheet as at 31st March, 2024

		(Rupees in Lakhs)		
Sl. No.	Particulars	Note No.	Figures as at the end of the current reporting period 31.03.2024	Figures as at the end of the current reporting period 31.03.2023
I	ASSETS			
1	Non-current assets			
	(a) Property, Plant and Equipment	3	19,853.49	19,853.24
	(b) Capital work-in-progress		-	-
	(c) Intangible assets	4	201.88	201.88
	(d) Financial Assets:			
	(i) Investments	5	0.51	0.51
	(ii) Trade receivables	6	-	-
	(iii) Loans	7	-	-
	(iv) Deposits in Bank and sundried dividend	8	138.05	131.79
	(e) Deferred tax assets (net)	9	-	-
	(f) Other non-current assets	10	1,962.01	1,937.24
	Sub-total (1)		22,155.94	22,125.09
2	Current assets			
	(a) Inventories	11	419.20	558.91
	(b) Financial Assets:			
	(i) Investments			
	(ii) Trade receivables	12	5,023.84	4,098.88
	(iii) Cash and cash equivalents	13	25.75	31.89
	(iv) Bank balances other than (iii) above	14	37.18	35.23
	(v) Loans and advances	15	441.93	430.99
	(vi) Others (to be specified)	16	6.06	6.62
	(c) Current tax Assets (Net)	17	-	-
	(d) Other current assets			
	Sub-total (2)		5,945.75	6,063.03
	TOTAL ASSETS		28,111.69	28,188.12
II	EQUITY AND LIABILITIES			
	Equity			
	(a) Equity Share capital	18	2,351.59	2,351.69
	(b) Other Equity		-33,473.32	-31,797.20
	Sub-total (I)		-31,121.63	-29,445.51
	Liabilities			
1	Non-current liabilities			
	(a) Financial liabilities:			
	(i) Borrowings	19	11,000.21	10,892.21
	(ii) Trade Payables:-	20		
	(A) total outstanding dues of micro enterprises and small enterprises; and			
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises.			
	(iii) Other financial liabilities (other than those specified in item (i), to be specified)			
	(b) Other Financial liabilities	21	81.48	81.48
	(c) Provisions	22	11,901.36	10,801.82
	(d) Deferred tax liabilities (Net)	23	1,652.47	1,652.47
	(e) Other non-current liabilities	24	-	-
	Sub-total (1)		24,135.52	23,527.99
2	Current liabilities			
	(a) Financial Liabilities:			
	(i) Borrowings	25	26,846.41	27,016.09
	(ii) Trade Payables:-			
	(A) total outstanding dues of micro enterprises and small enterprises; and			
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises.	26	2,778.99	2,791.79
	(iii) Other financial liabilities (other than those specified in item (i), to be specified)			
	(b) Other current liabilities	27	4,377.80	3,920.58
	(c) Provisions	28	491.58	373.18
	Sub-total (2)		31,694.80	34,105.64
	TOTAL EQUITY AND LIABILITIES		28,111.69	28,188.12

As per our report of even date attached

For Sri Prakash & Co
Chartered Accountants
(Firm Registration Number 002058C)

(CA Punit Kumar)
Partner
Membership No. 522295

Place: Baddi
Date: 28/03/2024



On Behalf of the Board of Directors

For Richa Industries Limited



Punit Kumar
Chartered Accountant
Firm Registration Number 002058C

Part II : Statement of Profit and Loss

RICHA INDUSTRIES LIMITED (CIN : L17115HR1993PLC032108)
Statement of Profit and Loss for the period ended 31st March, 2024

Sl. No.	Particulars	Note No.	(Rupees in Lakhs)	
			Figures as at the end of the current reporting period 31.03.2024	Figures as at the end of the current reporting period 31.03.2023
I	Revenue From operations	29	1,063.54	2,553.27
II	Other Income	30	10.18	17.40
III	Total Income (I+II)		1,073.72	2,570.67
IV	EXPENSES			
	Cost of materials consumed	31	780.99	1,270.66
	Purchases of Stock-in-Trade			
	Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	32	139.72	109.59
	Employee benefits expense	33	666.10	617.85
	Other expenses	34	559.25	737.28
	Finance costs	36	3.26	1,119.09
	Depreciation and amortization expenses	37	600.52	687.12
	Total expenses (IV)		2,749.84	4,541.57
V	Profit/(loss) before exceptional items and tax (III-IV)		-1,676.12	-1,970.90
VI	Exceptional/ Extraordinary Items	38	-	-
VII	Profit/ (loss) before exceptions items and tax(V-VI)		-1,676.12	-1,970.90
VIII	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		-1,676.12	-1,970.90
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expenses of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII	Profit/(loss) for the period (IX+XII)		-1,676.12	-1,970.90
XIV	Other Comprehensive Income			
	A. (i) Items that will not be reclassified to profit or loss	38		
	(ii) Income tax relating to items that will not be reclassified to profit or loss	38		
	Sub-total (A)			
	B. (i) Items that will be reclassified to profit or loss			
	(ii) Income tax relating to items that will be reclassified to profit or loss			
	Sub-total (B)			
	Total Other Comprehensive Income (XIV i.e. A+B)			
XV	Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and Other comprehensive Income for the period)		-1,676.12	-1,970.90
XVI	Earnings per equity share in INR (for discontinued operation):			
	(1) Basic			
	(2) Diluted			
XVII	Earning per equity share in INR (for discontinued & continuing operation)			
	(1) Basic		-7.15	-8.41
	(2) Diluted		-7.15	-8.41

As per our report of even date attached

For Sri Prakash & Co
 Chartered Accountants
 (Firm Registration Number 002058C)

(CA Punit Kumar)
 Partner
 Membership No. 522295

Place: Baddi
 Date: 28/08/2024



On Behalf of the Board of Directors

For Richa Industries Limited

Arvind Kumar
 Resolution Professional
 IRP No: IBB/IPA-001/IP-P00178/2017-18/10357



STATEMENT OF CHANGES IN EQUITY (SOCE)

POCHA INDUSTRIES LIMITED (IN : L12151HS10001C952008)
 Balance Sheet as at 31st March, 2024
 Plot No. 28, Old Industrial Area, Phase - I, Park Road, Bangalore (India) - 571005

A. Equity Share Capital

Equity shares of INR 10 each (nom), subscribed and fully paid	Number of shares		Share capital (Rs. in lakhs)	
	2023-24	2022-23	2023-24	2022-23
Balance as at the beginning of the period	23420000	23420000	2,342.00	2,342.00
Issue of share capital	0	0	0	0
Balance as at the end of the period	23420000	23420000	2,342.00	2,342.00

B. Other Equity

	Reserves and Surplus				Other Items of Other Comprehensive	Total Other Equity
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings		
Opening Balance as at 01.04.2023 (as per Ind AS)						
Add/(Less) Total Comprehensive Income for the year	12.45	2,294.49	32.48	-48,818.95	839.01	-45,782.98
Less: Transfer to general reserve				-5,476.12		-5,476.12
Balance as at 31 March, 2024 (as per Ind AS)	12.45	2,294.49	32.48	-48,991.45	839.01	-45,812.98

	Reserves and Surplus				Other Items of Other Comprehensive	Total Other Equity
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings		
Opening Balance as at 01.04.2023 (as per Ind AS)						
Add/(Less) Total Comprehensive Income for the year	12.24	2,294.49	32.48	-49,844.73	839.01	-46,676.51
Less: Transfer to general reserve				-3,270.00		-3,270.00
Balance as at 31 March, 2023 (as per Ind AS)	12.24	2,294.49	32.48	-49,919.33	839.01	-46,750.11



Note 3 - Non-current assets**Property, plant and equipment**

Refer point 2 of Note [2] for accounting policy on property, plant and equipment (PPE)

Particulars	(Rupees in Lakhs)	
	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Gross block		
Less: Accumulated depreciation	19853.49	19853.26
Net block (details refer to note 3.1)	11076.49	10476.38
	8777.00	9376.89

Company has opted exemption under Ind AS 101, and accordingly carrying value as on 31.03.2020 has been considered as deemed cost except for Land

Note 4 - Non-current assets**Intangible assets**

Refer point 4 of Note [2] for accounting policy on intangible assets

Particulars	(Rupees in Lakhs)	
	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Gross block		
Less: Accumulated depreciation	201.88	201.88
Net block (details refer to note 3.1)	193.63	193.21
	8.74	8.67

Company has opted exemption under Ind AS 101, and accordingly carrying value as on 31.03.2020 has been considered as deemed cost. Disclosures as per Ind AS 38 has been given in notes to accounts.

Note 5 - Non-current assets**Financial Assets - Investments (Non-Current)**

Particulars	(Rupees in Lakhs)	
	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Investment in Equity Instruments of M/s Richa Krishna Constructions Pvt. Ltd. (5100 nos. Equity shares, Face value of Rs. 10 each)		
#Subsidiaries Companies (Unquoted)	0.51	0.51
Total	0.51	0.51

Note 6 - Non-current assets**Financial Assets - Trade Receivables (Non-Current)**

Particulars	(Rupees in Lakhs)	
	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Trade Receivables		
Less: Allowances for bad & doubtful debts		
Less: Automatic price reduction adjustments		
Net Trade Receivables		
Sub classification:		
Secured, considered good		
Unsecured, considered good		
Doubtful		
Non Current Trade receivables include deferred debts (net of provisions)		
Non Current trade receivables include valuation adjustment		
Due from Directors		
Due from Officers		



Note no. 7 - Non-current assets
Financial Assets - Loans (Non-Current)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Loans to employees		
Loans to others		
Interest accrued and due on loans		
Less: Allowances for bad & doubtful loans		
Sub classification:-		
Secured, considered good		
Unsecured, considered good		
Doubtful		
Security Deposits		
Balance with port trust & others		
Deposits others		
Less: Allowances for bad & doubtful deposits		
Sub classifications:-		
Secured, considered good		
Unsecured, considered good		
Doubtful		
Includes:		
Due from Directors		
Due from Officers		

Note no. 8 - Non-current assets
Financial Assets - Others (Non-Current)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Fixed Deposits more than 12 months maturity period	136.80	130.45
Earmarked Balances with Banks (unclaimed dividend)	1.25	1.25
Rent Receivables on leased Assets		
Security Deposits		
Total	138.05	131.70

Note no. 9
Deferred tax assets (Net)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Provisions		
Statutory dues		
Depreciations		
Others		



Note no. 10
Other non-current assets

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Capital advance		
Advances for purchases		
Others		
Less: Allowances for bad & doubtful advances		
Security Deposits		
Balance with customs and other Govt Authorities	1962.01	1937.74
Deposits Others		
Less: Allowances for bad & doubtful deposits		
Includes:		
Due from Directors		
Due from Officers		
Total	1,962.01	1,937.74

Note no. 11
Inventories

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
(a) Raw Materials	229.77	304.84
(b) Work in Progress	99.89	121.03
(c) Finished goods	30.98	74.48
(d) Stores & Spares	58.56	58.56
Total	419.20	558.91

Note no. 12
Financial Assets - Trade receivables (Current)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Trade Receivables	5023.84	4999.38
Less: Allowances for bad & doubtful debts		
Less Automatic price reduction adjustment		
Net Trade Receivables	5,023.84	4,999.38
Sub classification:		
Secured, considered good		
Unsecured, considered good	5,023.84	4,999.38
Doubtful		
Non Current Trade receivables include deferred debts (net of provisions)		
Non Current trade receivables include valuation adjustment		
Due from Directors		
Due from Officers		

Note no. 13
Financial Assets - Cash & Cash Equivalents (Current)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Cash & cash equivalents		
Balances with Banks	25.35	30.58
Cash in Hand	1.40	1.31
Corporate liquid term deposits		
Remittances in transit		
Deposits having maturity 3 month or less		
	26.75	31.89



Note no. 14

Financial Assets - Bank Balances other than above - (Current)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Deposits having maturity more than 3 months but not more than 12 months	37.18	35.23

Note no. 15

Financial Assets - Loans & advances (Current)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Loans to employees	3.67	3.18
Loans to others		
Interest accrued and due on loans		
Advances to Suppliers / Others	406.85	397.07
Less: Allowances for bad & doubtful loans		
Sub classification:-		
Secured, considered good		
Unsecured, considered good	410.52	400.25
Doubtful		
Security Deposits		
Balance with port trust & others		
Deposits others	31.41	30.74
Less: Allowances for bad & doubtful deposits		
Sub classification:-		
Secured, considered good		
Unsecured, considered good	31.41	30.74
Doubtful		
Includes:		
Due from Directors		
Due from Officers		
Total	441.93	430.99

Note no. 16

Financial Assets -Others (Current)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Interest Accrued on Banks Deposits and Investments		
Prepaid Expenses		
Advance to employees	6.86	6.62
Less Allowances for bad & doubtful advances		
Includes:		
Due from Directors		
Due from Officers		
Total	6.86	6.62



Note no. 17
Current Tax Assets (Net)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Advance Tax & TDS		
Provision for Taxation		

Note no. 18
Share Capital

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Equity Share capital		
Authorised		3,000.00
Issued, Subscribed & Paid up Capital		2,351.69
a) The reconciliation of the number of equity shares outstanding is set out below:		
Shares outstanding at the beginning of the year		2,351.69
Shares bought back during the year		
Shares outstanding at the end of the year	-	2,351.69
b) Details of shares held by shareholders holding more than 5% shares at the year end		
Richa Holdings Limited (32.53%)		
c) Terms / rights attached to the equity shares:		

Note no. 19
Financial Liabilities - Borrowings (Non-Current)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Secured		
Long term maturities of finance lease obligations		
Long Term Borrowings		
a) Banks	8,785.35	8,785.35
b) Others	82.12	82.12
Sub-Total (Secured)	8,867.47	8,867.47
Unsecured		
Long term maturities of finance lease obligations		
Loans and Advances from Related parties		
-Richa Building Systems Private Limited	701.87	701.87
-Richa Holdings Limited	422.34	422.34
From other Parties		
NCN-Convertible Debentures	1,010.53	1,010.53
Sub-Total (Unsecured)	2,134.74	2,134.74
Total	11,002.21	10,992.21

Note no. 20
Financial Liabilities - Trade payables (Non-Current)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023



Note no. 21

Other financial liabilities (Non-Current)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Other Long term Liabilities		
(a) Securities pending adjustment / refundable	81.48	81.48
(b) Others		
Total	81.48	81.48

Note no. 22

Provisions (Non-Current)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Long Term Provisions		
(a) Provision for employee benefit*		
--Provision for Gratuity	91.11	91.11
--Provision for Leave Encashment	41.13	41.13
(b) others		
--Accumulated Depreciation	11270.12	10669.58
Total	11,402.36	10,801.82

Note no. 23

Deferred Tax Liability (Net)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Deferred Tax Liability	1,652.47	1,652.47

Note no. 24

Other Liabilities (Non-Current)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023

Note no. 25

Financial Liabilities - Borrowings (Current)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Short Term Borrowings		
Secured loan		
(a) Loans repayable on demand		
--From Banks	13,698.16	13,698.16
--From Banks - Vehicle Loan		-
--Others		
(b) Provision for interest on loan	12,028.79	12,028.79
Un Secured loan		
(a) Loan from Sariga Construction Pvt Ltd.	153.43	143.77
(b) Loan from Lotus Textiles	525.37	525.37
(c) Loan from Krishana Auto Sales		620.00
(d) Loan from Shyam Baba Developer	437.86	
(e) Preyanshi Gupta	2.81	
Total	26,846.43	27,016.09



Note no. 26

Financial Liabilities - Trade Payables (Current)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Other than Micro and Small Enterprises	2,778.99	2,791.79
Total	2,778.99	2,791.79

(disclosure as per micro and small enterprises)

Note no. 27

Other Liabilities (Current)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Other Current Liabilities		
(a) Bills payable (accepted under LC)		
(b) Total outstanding dues of creditors other (other than micro enterprises due of creditor others)		
Current Maturities of Long Term Debt**		
Creditors for capital goods	3071.27	2852.54
Creditors for expenses	48.43	41.59
Advances payment for which value has still to be given	33.26	36.99
Undivided Final Dividend for Earlier Years *	1.25	1.25
Securities/Retention payable	581.89	581.29
Sales tax payable / WCT Payable	0.00	0.00
TDS & TCS Payable	22.65	40.13
Service Tax Payable	0.00	0.00
GST Payable	357.02	340.91
Audit Fee Payable		0.00
Expenses payable	34.75	19.85
Employee Imprest Payable	22.27	10.03
Advance From Customer	805.00	
Branch and Division		
Total	4,977.80	3,924.58

Note no. 28

Provisions (Current)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Short Term Provisions		
(a) Provision for employee benefits		
(i) Payable PF, ESI & Welfare Fund	25.92	26.91
(ii) Insurance, Pension and similar staff benefits	290.85	171.47
(b) Others		0.00
(i) Provision for Income Tax		0.00
(ii) Provision for Pending Litigation / Disputes *	174.80	174.80
Total	491.58	373.18



Note no. 29
Revenue from operations

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Sales less returns	30.13	227.50
Income from Services	933.54	2310.63
Less: Fair value adjustment A/c		
Net Sales (a)	963.66	2,538.10
Other Operational Income		
Export Incentives		
Finance income on assets given on finance lease		
Scrap Income		
Freight & Insurance Income	99.88	15.18
Fair value adjustment (Unwinding) A/c		
Others		
Other Operational Income (b)	99.88	15.18
Revenue from operations	1,063.54	2,553.27
a. Includes based on provisional prices		
b. Includes additional claim for despatches made in earlier year in accordance with price settlement with railways during the year.		
c. Includes for escalation claims raised in accordance with sales contracts, inclusive of escalation claims on accrual basis, to the extent latest indices were available;		
d. Includes despatches of equipment valued at held on behalf of customers at their request for which payment has been received by Company ; and		
e. excludes for price reduction (net of refund) due to delay in delivery as per the terms of the contract .		

Note no. 30
Other Income

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Other Income		
Government Grant		
Profit from sale of item of PPE		
Exchange variation (Cr. Balance)		
Dividend on Investment (Long term-Trade)		
Others		
Unclaimed balances W/off & short & Excess	0.06	0.18
Rent Received		0.22
Advance Forfeited /Bad Debts Recoveries		
Miscellaneous Receipts	0.20	1.11
Other Income (a)	0.27	1.51
Interest Income		
From banks		
Others	9.15	8.43
Interest Income (b)	9.15	8.46
Total (a+b)	9.42	9.97

Note no. 31
Cost of material consumption, erection and engineering expenses

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Consumption of raw material & components	780.99	1270.66
Consumption of stores & spares (Purchase of stock in Trade)		0.00
Erection and Engineering exp. - payment to subcontractors		
Less: PV Adjustment Material/Subcontracting Cost		
Total	780.99	1,270.66



Note no. 32

Changes in inventories of finished goods and work in progress.

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Work-in-progress		
Closing Balance	99.89	121.03
Opening Balance	121.03	205.78
Finished Goods		
Closing Balance	30.98	74.48
Opening Balance	74.48	102.71
Consumable Stores		
Closing Balance	285.33	363.40
Opening Balance	363.40	380.00
(-) INCREASE /DECREASE IN WIP/ FINISHED GOODS/CONSUMABLES	139.72	109.59

Note no. 33

Employee benefits expenses

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Salaries, wages, bonus, allowances & other benefits.	638.72	587.85
Contribution to provident and other funds	23.81	27.42
Group insurance		
Staff welfare expenses	3.58	2.48
Employee Retirement & Other Benefits		
(i) Gratuity & Leave Encashment- Paid		
(ii) Gratuity & Leave Encashment- Provision(Add/Reverses)		
Total	666.10	617.85



Note no. 34

Other expenses of manufacture, administration, selling & distribution

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
(A) MANUFACTURING EXPENSES		
(a) Outside Job work/ Erection Charges		
(b) Power and fuel	0.25	163.40
(c) Water & Sewerage Charges	238.54	209.67
(d) Consumption of stores and spare parts	0.18	0.21
(e) Repairs to Machinery & Hiring Charges	-	0.04
(f) Freight on Purchase	1.02	1.04
Sub-total (A)	3.06	4.80
(B) ADMINISTRATIVE EXPENSES	243.06	379.16
(a) Auditors remuneration & Out of pocket Expenses		
(b) Books & periodicals		-
(c) Charity & Donation		-
(d) Commission / Sitting fee to Non WTD		-
(e) Director Travelling & Conveyance		-
(f) Diwali Expenses		-
(g) Miscellaneous Expenses	1.69	1.44
(h) Insurance (Others)	3.80	6.96
(i) Insurance (on cars)	4.25	10.78
(j) Legal & Professional Charges	0.37	0.49
(k) Out of pocket Expense - Consultant	120.30	142.23
(l) AGM & Meeting Expenses	0.43	-
(m) Postage /Telegram/ Courier Expenses		1.00
(n) Printing & stationery Expenses	1.37	0.95
(o) Rates & Taxes, Excluding taxes on income	2.38	3.22
(p) Rent	7.36	8.16
(q) Repairs to Buildings	8.23	7.52
(r) Repair - Computer	15.47	30.55
(s) Running & Maintenance -Vehicle Commercial	2.54	4.15
(t) Running & Maintenance - Vehicle others	34.16	-
(u) Watch /Ward/Security	12.99	63.79
(v) Repair - Electricals	48.99	41.15
(w) Subscription & Membership Fee	3.91	6.41
(x) Telephone, Modem & Internet Expenses	0.10	0.20
(y) Testing & Designing Expenses	3.69	4.38
(z) Travelling & Conveyance Expenses	0.21	0.34
(zi) Office Maintenance Expenses	9.40	9.80
(zii) CSR Expenses	10.05	6.96
(ziii) NCD Issue Expenses		-
(ziv) IRP Fees		-
(zv) Repair and maintenance (others)		-
(zvi) Sewerage & Water charges	17.47	3.06
(zvii) Vehicle Hiring Charges (Without Maintenance)	2.61	1.07
(zviii) Horticulture Expenses	0.57	
(zix) Short and Excess	0.01	
Sub-total (B)	0.02	
(C) SELLING & DISTRIBUTION EXPENSES	114.38	354.50
(a) Sales Promotion Expenses		
(b) Commission/ Discount on Sales		-
(c) Distribution Expenses/ Export sales clearing Expenses		0.81
(d) Advertisement / Tender fee & Exhibition Expenses	0.50	0.35
(e) Bad Debts written off		1.25
(f) L.D.Charges deducted		0.12
(g) Fees & Taxes	1.31	1.09
Sub-total (C)		-
	1.81	3.62
Total (A+B+C)	559.25	737.28



Note no. 35
Provisions (Net)

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Doubtful debts ,Liquidated Damages and Loans, advances & deposits		
Created during the year		
Less: written back during the year		
Contractual Obligations		
Created during the year		
Less: written back during the year		
Others		
Created during the year		
Less: written back during the year		

Note no. 36
Finance costs

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
(a) Interest expenses		
(i) to Banks on Working Capital Loans		
(ii) to Banks on Term Loans		
(Net of TUF Interest Subsidy ₹ 1418813 , Previous Year ₹)		
(iii) on other accounts		
(b) Other borrowing costs	3.12	1119.04
(i) Bank Charges		
(c) Applicable Net Gain/Loss on Foreign Currency Transactions and Translations	0.14	0.05
Total	3.26	1,119.09

Note no. 37
Depreciation and Amortisation Expense

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Depreciation and Amortisation Expense	600.52	687.12
Total	600.52	687.12

Note no. 38
Tax expense

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
a) Current Tax		
For Current Years		
For earlier years		
Total Current Tax		
b) Deferred Tax		
For Current Years		
For earlier years		
Total Deferred Tax		



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Note no. 39
Other Comprehensive Income

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Gain on FMV of Land		
FMV as on 31.03.2023		
FMV as on 31.03.2021		
FMV as on 01.04.2020		
Carrying value as on 01.04.2020 (Rs. 1899 lakhs)		
Gain on FMV of Land		
Total OCI		
Tax impact @30%		
OCI net of Tax		

Note no. 40
Exceptional / Extraordinary Items

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
(a) Loss on sale of fixed assets		
(b) Loss on inventory revaluation		
(c) Loss on sale of investment		
Total		

Note no. 41
Earning Per Share

Particulars	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of current reporting period 31.03.2023
Profit attributable to equity shareholders		
Weighted average number of equity shares		
Basic and diluted earnings per share (in INR)		



Statement of Cash flow

for the year ended 31.03.2024

Particulars	2023-24	2022-23
A. Cash Flow from Operating Activities		
Profit for the year (Before Tax)		
Adjustment for	-1,676.12	-1,970.90
Depreciation and Amortisation		
Bad Debts & LD written off and unrealised gain/loss	600.52	687.12
Dividend Income	0.02	-
Finance Income		
Profit/Loss on disposal of property, plant and equipment	9.91	15.89
Finance cost (including unwinding of interest)		
Fair value adjustment	3.26	1,119.09
Provisions (Net)		
Operating Profit before Working Capital changes	-1,082.23	-180.59
Adjustment for		
Trade Receivables		
Financial Assets- Loans & others	-24.46	-349.10
Other Assets	-17.54	53.10
Inventories	-24.28	102.35
Trade Payable	139.72	109.59
Other financial liabilities	-12.79	102.11
Other liabilities & provisions	-	-
Cash generated from operations	1,171.61	66.87
Direct Taxes Paid (Net of refund)	150.04	-95.68
Net Cash Inflow/(Outflow) from Operating Activities	0	0
	150.04	-95.68
B. Cash Flow from Investing Activities		
Redemption/maturity of bank deposits		
Purchase of property, plant and equipment	-1.94	-1.59
Proceeds from Sale of property, plant and equipment	-0.22	-7.63
Investments		
Investment in Subsidiary & Joint Ventures (net)	-	-
Interest & Dividend income		
Net Cash used in Investing Activities	9.91	15.89
	7.74	6.67
C. Cash Flow from Financing Activities		
Proceeds/Repayment of Short term & Long term Borrowings		
Dividend Paid (including tax on dividend)	-159.66	1,211.58
Finance cost		
Net Cash used in Financing Activities	-3.26	-1,119.09
	-162.92	92.50
	-5.14	3.49
D. Net Increase/(Decrease) in Cash and Cash Equivalents		
Opening Balance of Cash and Cash Equivalents		
	31.89	28.40
Closing Balance of Cash and Cash Equivalents (Refer Note no.12 & 13)	26.75	31.89
	-0.00	-0.00

Note:

- 1: Cash & Cash Equivalents consists of cash and bank balance.
- 2: Previous year's figures have been regrouped/rearranged wherever necessary.
- 3: Cash & Cash Equivalents includes H 3.10 Crore (previous year H 3.27 Crore) unclaimed dividend lying in designated bank accounts.



NOTE 11 - Detail of property, plant & equipment

Particulars	Gross Block					Net Block					
	Cost of PWT as on date 01.04.2023	Additions/ Adjustments	Deductions/ Adjustments	Cost as at 31.03.2024	Fair value as at 31.03.2024	Accumulated Depreciation as at 01.04.2023	Depreciation / Amortisation for the year 2023-24	Depreciation Adjustments for 2023-24	Accumulated Depreciation as at 31.03.2024	Net Block as at 31.03.2024	Net Block as at 31.03.2023
OWNED:											
Tangible Assets											
Land	880,000,000.00	-	-	880,000,000.00	860,460,000.00	-	-	-	-	880,000,000.00	860,460,000.00
Building (office)	485,917,727.82	-	-	485,917,727.82	460,217,727.82	(26,847,708.99)	15,064,432.87	-	109,153,294.96	356,064,432.86	387,082,236.81
Building (warehouse)	208,254,892.50	-	-	208,254,892.50	203,948,892.50	(4,306,000.00)	5,411,407.22	-	199,537,485.28	203,948,892.50	208,254,892.50
Furniture & Fixtures	347,070,563.68	-	-	347,070,563.68	347,070,563.68	(65,438,986.86)	35,340,618.57	-	281,631,576.82	347,070,563.68	347,070,563.68
Plant & Machinery	14,000,000.00	-	-	14,000,000.00	14,000,000.00	(2,500,000.00)	801,800.00	-	11,499,800.00	14,000,000.00	14,000,000.00
Other Equipment	14,994,751.68	22,093.90	-	15,016,845.58	15,016,845.58	(2,258,808.71)	177,194.04	-	12,758,036.87	15,016,845.58	15,016,845.58
Computer	14,994,751.68	-	-	14,994,751.68	14,994,751.68	(2,258,808.71)	177,194.04	-	12,735,942.97	14,994,751.68	14,994,751.68
Vehicle	28,176,474.00	-	-	28,176,474.00	28,176,474.00	(3,720,284.52)	3,400,620.34	-	24,456,189.48	28,176,474.00	28,176,474.00
Intangible Assets											
Computer Software	20,187,603.04	-	-	20,187,603.04	20,187,603.04	(5,337,060.87)	25,943.78	-	14,850,542.17	20,187,603.04	20,187,603.04
LEASED:											
Total	2,005,214,351.00	22,093.90	-	2,005,236,444.90	2,005,236,444.90	(1,168,790,254.60)	60,050,777.68	-	1,177,013,092.33	878,223,352.57	888,984,000.26

Company has noted exemption under Ind AS 102, and accordingly carrying value as on 31.03.2020 has been considered as deemed cost except for Land whose Fair Value has been concluded by an independent valuer at Rs. 2,607,07,600 against the recorded cost of Rs. 18,00,00,100. There was an appreciation in Land value by Rs. 5,06,97,240 as on 03-06-2020 which was adjusted from retained earnings as on 03-06-2020. Similarly, Fair valuation of the land has been done on 31.03.2021 by considering the market trend in Land prices in the area which was 20%. Accordingly, value of Land has been in increase by Rs. 2,40,79,740 and taken into Other Comprehensive Income (Fair Value through OCI).





Sri Prakash & Co.
CHARTERED ACCOUNTANTS

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Independent Auditors Report

To the Members of
Richa Industries Limited

Report on the Consolidated Financial Statement

1. Corporate Insolvency Proceedings as per Insolvency and Bankruptcy Code, 2016 (IBC)

The Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT") by an order dated 18.12.2018 admitted the Corporate Insolvency Resolution Process application filed against **Richa Industries Limited** by an operational creditor and appointed Mr. Arvind Kumar as an Interim Resolution Professional (IRP) in terms of the Insolvency and Bankruptcy Code, 2016 ("Code") to manage the affairs of the company as per the provisions of the code. Further, the committee of creditors constituted during CIRP has confirmed the appointment of Mr. Arvind Kumar as the resolution professional ("RP") on 17-01-2019 for the company. In view of ongoing CIRP and suspension of powers of Board of Directors and as explained to us, the powers of adoption of this Consolidated Financial Statements vests with the RP under Insolvency and Bankruptcy Code, 2016.

2. Qualified Opinion

We have audited the accompanying Consolidated Financial Statements of Richa Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, and Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information (here in refer to as "Consolidated Financial Statement").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in Para 3(a) to 3(m) in the basis for qualified opinion, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its Consolidated profit (or Loss) and Consolidated cash flows for the year ended on that date.

3. Basis for Qualified Opinion

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements*



H.O. : Gorakhpur (U.P.)

Branch Office : Delhi, Madhubani (Bihar), Ateli Mandi (HR), Jammu (J&K), Ranchi (Jharkhand), Gidderbaha (Punjab)

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 Consolidated 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 qualified audit opinion on the consolidated financial statements. We refer to the following notes to consolidated financial statements:

- a. During the year, the Company has incurred a Net Loss of 17.65 Crore resulting into accumulated losses of 336.39 Crore and erosion of its Net worth as at March 31, 2024. The Company has obligations towards fund-based borrowings and operational creditors and statutory dues, subject to reconciliation/verification that have been demanded/recalled by the financial/operating creditors pursuant to ongoing Corporate Insolvency Resolution Process (CIRP). These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as going concern and therefore the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. The ultimate outcome of these matters is at present not ascertainable. Accordingly, we are unable to comment on the consequential impact, if any, on the accompanying consolidated financial statements.
- b. The Company has been unable to conclude with the Resolution Plan and also the liquidation process request has been submitted before Hon'ble NCLT which is pending as on the date of audit. This situation indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. The financial statements do not adequately disclose this matter.
- c. In view of the significant losses which have been incurred by the company during the previous financial years, the carrying value of certain fixed assets needs to be tested for impairment. The management has not done the impairment testing and in absence of any information, we are unable to comment as to whether any provision for impairment is required or not.
- d. In connection with the existence of material uncertainties over the realizability of trade receivables and Security Deposit amount aggregating to `50.55 Crore included in financial and other assets which are past due subject to confirmation and reconciliation. The management is yet to assess the change in risk of default and resultant expected credit loss allowance on such assets.
- e. The Inventory valuing Rs. 38.52 Crore comprises of raw material, stock of work in progress, semi finished goods including recovery stock and material at shop floor and Net Fixed Assets valuing Rs. 85.83 Crore was



neither Physical verification nor valued by us. The quantity and valuation as provided by Management/Resolution Professional has been accepted without any further verification / valuation. Any deviation in the same may affect the Financial Position and / or Financial Performance of the Company, to the extent.

- f. In respect of various claims, submitted by the financial creditors (including claims towards fund based and non-fund based exposure and claims on behalf of subsidiary companies and other parties) , operational creditors, workmen or employee and authorized representative of workmen and employees of the Company to Resolution Professional pursuant to the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulation 2016, that are currently under consideration/reconciliation. Pending reconciliation/admission of such claims by the RP, we are unable to comment on the consequential impact, if any, on the accompanying statement.
- g. The company has not made any provision for gratuity and leave encashment for the current financial year and no actuarial valuation report has been taken, the impact on loss for the year on account of such previous provision is not ascertainable and relevant disclosures have not been given. This is not in compliance with AS-15 Employee Benefits.
- h. The GST returns i.e. GSTR-1, GSTR-3B, GSTR-2A are subject to reconciliation with books of accounts.
- i. The accompanying statements are in compliance to Indian Accounting Standards ('IND AS') specified under Section 133 of the Companies Act, 2013, read with relevant rules issued there under. The same have been adopted from 01-04-2021.
- j. The company has not appointed Internal Auditor as required by section 138 of the Companies Act, 2013.
- k. The company has not deposited statutory liabilities with concerned Government authorities under various Acts before commencement of CIRP during the FY 2023-24. It has also not provided for interest/penalty/for such default.
- l. In connection with the existence of material uncertainties over the balances of trade payables and other current liabilities amount aggregating to Rs. 71.89 Crore included in financial statements are subject to reconciliation.
- m. TDS amounting to Rs 22.65 lacs has been shown as payable by the holding company as on 31-Mar-2024. However, TDS of only Rs 10.38 lacs is paid up to the date of this report and balance TDS of Rs 12.27 lacs is still outstanding.



4. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated 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
1	<i>Accuracy Evaluation of claims submitted by Financial Creditors, Employees & Operational Creditors</i>	<u>Principal Audit Procedures</u> Our audit approach was a combination of test of internal controls and substantive procedures which included the following: Pursuant to the commencement of Corporate Insolvency Resolution Process of the Company (CIRP) under Insolvency and Bankruptcy Code, 2016 (IBC), various claims have been submitted by operational creditors, financial creditors, employee and others against the Company. The amount of trade and other payables are independent of the claims filed by creditors and admitted by the RP.
2	<i>Evaluation of uncertain tax positions</i> The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.	<u>Principal Audit Procedures</u> Obtained details of completed tax assessments and demands for the year ended March 31, 2024 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions to evaluate whether any change was required to management's position on these uncertainties.



3	Recoverability of Indirect tax receivables	<u>Principal Audit Procedures</u>
	As at March 31, 2023, non-current assets in respect of withholding tax and others includes trade receivables, Income Tax recoverable which are past due subject to reconciliation.	We have involved our internal experts to review the nature of the amounts recoverable, the sustainability and the likelihood of recoverability upon final resolution. The management is yet to assess the change in risk of default and resultant expected credit loss allowance on such assets.
4.	Accuracy Evaluation of Inventory Positions	<u>Principal Audit Procedures</u>
	Estimated effort is a critical estimate to determine liability for onerous obligations	<p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <p>i. We have evaluated the design of internal control relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations.</p> <p>ii. We have in respect Non-availability of Physical verification and market value of inventory of Raw Material, Work in progress and Finished goods etc. and in the absence of corroborative evidence, we unable to comment on the extent to which such balances are recoverable.</p> <p>iii. Valuation obtained by the RP under I&BC is confidential and cannot be shared except as per the provisions of the I&B code 2016.</p>
5.	Accuracy Evaluation of Property, Plant and Equipments	<u>Principal Audit Procedures</u>
	Estimated effort is a critical estimate to determine liability for onerous obligations	<p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <p>i. We have evaluated the design of internal control relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations.</p>



		<p>ii. We have in respect Non-availability of Physical verification and market value of property, plant and equipment etc. and in the absence of corroborative evidence, we unable to comment on the extent to which such balances are recoverable.</p> <p>iii. Valuation obtained by the RP under I&BC is confidential and cannot be shared except as per the provisions of the I&B code 2016.</p>
6.	Accuracy Evaluation of Trade Receivables	<p><u>Principal Audit Procedures</u></p> <p>We have evaluated the design of internal control relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations. In respect Non-availability of Reconciliation and confirmations of balances from the trade receivables and In the absence of corroborative evidence, we unable to comment on the extent to which such balances are recoverable.</p>

5. Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Company's Board of Directors/IP is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



The Company's financial statements have been prepared using the going concern basis of accounting. Management is responsible for assessing the Company's ability to continue as a going concern, including whether the use of the going concern basis of accounting is appropriate. The use of the going concern basis of accounting is appropriate unless management either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so. Management is also responsible for disclosing [in the financial statements] a material uncertainty of which management becomes aware related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

As part of our audit, we conclude regarding the appropriateness of management's use of the going concern basis of accounting in the preparation of the financial statements in the context of the applicable financial reporting framework. We also conclude, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the disclosures in the financial statements about the material uncertainty or, if such disclosures are inadequate, to modify the opinion on the financial statements. Our conclusions are based on information available to us at the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

6. **Management's Responsibility for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued there under.

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 Consolidated 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. However, Pursuant to ongoing Corporate Insolvency Resolution Process (CIRP) powers of the Board of Directors have been suspended and these Powers are now vested with Resolution Professional (RP).

7. Auditors' Responsibility

Our objectives are to obtain reasonable assurance about whether the consolidated 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 Consolidated 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 Consolidated 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 Consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated 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 consolidated 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.

8. Emphasis of matters Attention is invited to:

- a. In respect of Income tax notices received by the company from the Income Tax department and these cases are still under dispute.
- b. In respect of Notices received by the company under Various Labor acts.
- c. As per the insolvency and bankruptcy code, 2016 („insolvency code“), the RP receives, collect, and admit all the claim submitted by the creditor (Operational, Financial& Other), employee and workmen of the company and Govt. Authorities. Such claim can be submitted to the RP during the CIRP, till the approval of a resolution plan by COC. The impact of such admitted or rejected claims, if any, has not been considered in the preparation of the Consolidated Financial Statements.



- d. Information is not available regarding classification of creditors into Micro, Small and Medium enterprises as required under the Micro, Small and Medium enterprises Development Act 2006. The Financial Impact of this Non-Compliance, if any could not be determined

9. Other Matters

We did not audit the separate financial statements of subsidiary Company.

10. Report on Other Legal and Regulatory Requirements

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

- a) We have sought and except for the effects/possible effects of the matters described under "Basis for qualified opinion" paragraph, have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) Except for the effects/possible effects of matters described in the "Basis for qualified opinion" paragraph, 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 Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Statement of Consolidated Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, except for the effects/ possible effects of the matters described in the "Basis for qualified opinion" paragraph, the aforesaid consolidated 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) The matters described under "Basis for Qualified Opinion" and "Emphasis of Matters" paragraph, in our opinion, may have an adverse effect on the functioning of the Company;
- f) The qualification relating to the maintenance of accounts and other matters connected there with are as stated in the basis for Qualified Opinion paragraph;
- g) 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 a qualified opinion on the adequacy and operating effectiveness of the Company's internal financial control over financial reporting.

- h) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.
- i) As the proviso to Rule 3(1) of the Companies (Accounts) Rules 2014 is applicable from 1st April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014 on preservation of audit trail as per statutory requirements for record retention is not applicable for the financial year ending 31st March 2024.
- j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the information and explanations given to us:
- I. The Company has disclosed the impact of pending litigations on its financial position to the extent ascertained, in its Consolidated financial statements;
 - II. Except for the effects/possible effects of matters described under basis of qualified opinion paragraph, the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts. The Company did not have any derivative contracts;
 - III. The company has not transferred amounts that were due to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2024;

For Sri Prakash & Co
Chartered Accountants
FRN: 002058C



CA Punit Kumar
M. No.522295
UDIN : 24522295BKAVRR6263

Date: 28-Aug-2024
Place: Baddi



Sri Prakash & Co.
CHARTERED ACCOUNTANTS

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Annexure "A" to the Independent Auditors' Report of even date on the Consolidated Financial Statements of Richa Industries Limited

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

In conjunction with our audit of the consolidated financial statements of Richa Industries Limited ("the Holding Company or the Company"), and its subsidiary company (the Holding Company and its subsidiary together referred to as "the group") as at and for the year ended March 31, 2024, we have audited the internal financial controls over financial reporting of **Richa Industries Limited** ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.



H.O. : Gorakhpur (U.P.)

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial Controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Basis for Qualified Opinion

In our opinion and according to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2024:



The Company did not have appropriate internal financial controls over

(a) Assessment of expected credit loss/loss allowance of trade receivables and withheld amounts which are subject matters of various disputes /arbitration proceedings/ negotiations with the customers and other disputes.

(b) Physical verification of fixed assets and inventories. Further the company did not have any internal audit system during the year.

(c) The Holding Company has consolidated financial statements / financial information of the subsidiary company, which is a company incorporated in India, which has been included in the consolidated financial statements based on audited financial statements/financial information. Hence, we are unable to comment on the adequacy and operating effectiveness of the internal financial controls over financial reporting related to the consolidation of the said entities and consequently the items of revenues, expenses, assets, liabilities and net cash flows from the said subsidiary companies which are companies incorporated in the consolidated financial statements of the Holding company have been audited by other auditor and therefore not reported by us. The inadequate supervisory and review control over Company's process in respect of its aforesaid assessment in accordance with the accounting principles generally accepted in India could potentially result in a material misstatement in preparation and presentation of consolidated financial statement including the profit/loss after tax. Refer Appendix -1

The inadequate supervisory and review control over Company's process in respect of aforesaid assessment in accordance with the accounting principles generally accepted in India could potentially result in a material misstatement in Preparation and presentation of financial statement including the profit/loss after tax.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified opinion

In our opinion, except for the possible effects of material weaknesses described in "basis of qualified opinion" paragraph above, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and Such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.



We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the Consolidated financial statements of the Company for the year ended on March 31, 2024, and these material weaknesses have affected our opinion on the Consolidated financial statements of the Company, and we have issued a qualified opinion on the Consolidated financial statements.

For Sri Prakash & Co
Chartered Accountants
FRN: 002058C

CA Punit Kumar
M. No.522295

Date: 28-Aug-2024
Place: Baddi



Appendix-1

The details of the subsidiary company that have been consolidated on the basis of unaudited Accounts.

S. No.

Name of the Subsidiary Company

1

Richa Krishna Constructions Private Limited

