

# **ROBERT RESOURCES LIMITED**

## **ANNUAL REPORT 2019-2020**



### **REGISTERED OFFICE:**

**3rd FLOOR, PLOT NO 1067, OPP. BINDU NIVAS,  
KALIYABID ROAD BHAVNAGAR-364001**

**Email: - [robertresourceslimited@gmail.com](mailto:robertresourceslimited@gmail.com)**

**Website: - [www.robertresources.com](http://www.robertresources.com)**

## **BOARD OF DIRECTORS:**

HANIF SHEKH

KASAM SHEKH (Up to 31/07/2020)

HASINA SHEKH

SOLANKI ASHVINBHAI NARANBHAI

JYOTI SURESHBHAI KANTARIYA

SOLANKI NITABEN ASHWINBHAI

## **AUDITOR:**

HARSHAD SUDHIR AND CO. (M/S HSK & Co.)

## **REGISTER AND TRANSFER AGENT (RTA):**

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

D-153 A, FIRST FLOOR, OKHLA INDUSTRIAL AREA,

PHASE I, NEW DELHI- 110 020

Email Id: [info@skylinerta.com](mailto:info@skylinerta.com)

Tel No. : 011-64732681

## Index

<b>CONTENTS</b>	<b>PAGE NO.</b>
NOTICE TO MEMBER	1-11
DIRECTOR'S REPORT	12-20
EXTRACT OF ANNUAL RETURN	21-28
CORPORATE GOVERNANCE REPORT	29-42
MANAGEMENT DISCUSSION AND ANALYSIS	43-44
SECRETARIAL AUDIT REPORT	45-49
AUDITORS' REPORT	50-58
BALANCESHEET	59
STATEMENT OF PROFIT AND LOSS	60
CASH FLOW STATEMENT	61
STATEMENT OF CHANGES IN EQUITY	62
NOTES FORMING PART OF THE FINANCIAL STATEMENTS & ACCOUNTING POLICY	63-84

---

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT 38<sup>TH</sup> ANNUAL GENERAL MEETING OF ROBERT RESOURCES LIMITED WILL BE HELD ON THURSDAY, 31<sup>ST</sup> DECEMBER, 2020 AT 5:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the reports of the Board of Directors and Statutory Auditors thereon.
- 2) To appoint Mr. Hanif Shekh (DIN: 07497812), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
- 3) To take note of the re-constitution of the Statutory Auditor Firm and to consider and if thought it, to pass with or without modifications, the following Resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby granted to approve and consider the re-constitution of the firm from M/s Harshad Sudhir & Co., Chartered Accountants (FRN:129775W), Ahmedabad to M/s H S K & Co., Chartered Accountants (FRN:117014W), Ahmedabad and consequently to M/s H S K & Co. LLP, Chartered Accountants (FRN:117014W/W100685), Ahmedabad for the remaining tenure on the same terms and conditions including remuneration on which M/s Harshad Sudhir & Co. was appointed by the shareholders and board of directors of the Company in the Annual General Meeting held on 30<sup>th</sup> September, 2019.”

**“RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorized to do all such acts, deeds and things as are necessary to give effect to this resolution.”

**“RESOLVED FURHTER THAT** any director of the company be and is hereby authorized to sign and submit necessary e-form to Registrar of Companies.”

**SPECIAL BUSINESS:**

- 4) **TO MAKE LOANS OR INVESTMENTS AND TO GIVE GUARANTEES OR TO PROVIDE SECURITY IN CONNECTION WITH A LOAN MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

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

**“RESOLVED THAT** pursuant to provision of Section 186 and any other applicable provisions of the Companies Act, 2013(“the Act”)read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force),approval of the members of the Company be and is hereby accorded to give loans to any

person and/ or bodies corporate and/ or give any guarantee or provide security in connection with a loan to any person and/or bodies corporate and/ or acquire by way of subscription, purchase or otherwise, the securities of bodies corporate up to an aggregate amount not exceeding Rs. 50 Crores (Rupees Fifty Crores) including existing loans, investment made, guarantee given or security provided, notwithstanding that the aggregate of the loans or guarantees or security so far given or to be given and/or securities so far acquired or to be acquired by the Company may collectively exceed limits prescribed under section 186 of Companies Act, 2013.”

“**RESOLVED FURTHER THAT** no loan shall be given at a rate of interest lower than the prevailing yield of one year, three years, five years or ten years government security closest to the tenure of the loan.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution. ”

<p><b>Date: - 3<sup>rd</sup> December, 2020</b> <b>Place: - BHAVNAGAR</b></p>	<p align="center"><b>BY THE ORDER OF THE BOARD</b></p> <p align="center"><b>SD/-</b> <b>HANIF SHEKH</b> <b>DIRECTOR</b> <b>DIN- 07497812</b></p>
---	--

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty-eight hours before the time of holding the Meeting. A person can act as the proxy on behalf of members not exceeding fifty and in aggregate not more than 10% of the total Share Capital of the Company.
2. The Proxy Form, Attendance Slip and Route Map are annexed to this Notice. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.
3. The Register of Members and share transfer books of the Company will remain closed from 24<sup>th</sup> December, 2020 to 31<sup>st</sup> December, 2020 (both days inclusive)
4. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.
5. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Meeting is annexed herewith.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of permanent Account Number (PAN) by every participant in securities market.

- Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their de-mat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar. Securities and Exchange Board of India has prohibited physical transfer of shares w.e.f. 1<sup>st</sup> April, 2019.
7. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e- voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
  8. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website [www.robertresources.com](http://www.robertresources.com), website of the stock exchange at [www.mseil.in](http://www.mseil.in) and on the website of CDSL (agency for providing the Remote eVoting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
  9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Skyline Share Transfer Agent, in case the shares are held by them in physical form.
  10. Information and other instructions for Members relating to remote e-voting are as under: Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to Members to exercise their rights to vote by electronic means. The Company has engaged the Services of Central Depository Services (India) Limited (CDSL) for providing e-voting facilities. The e-voting rights of the Members / beneficial owners shall be reckoned in proportion to ordinary shares held by them in the Company as on 23<sup>rd</sup> December, 2020 (cut-off date fixed for this purpose). The Company has appointed **M/s. Neel Shah & Associates, Practising Company Secretary (COP: 32830)**, to act as the Scrutinizer, for conducting the scrutiny of the votes cast.
  11. Brief resume of directors, who are proposed to be re-appointed at this meeting are given below:

Name of Director	Mr. Hanif Kasambhai Shekh
Director Identification Number (DIN)	07497812
Age	30 years
Date of Birth	20 <sup>th</sup> March, 1990
Date of Appointment	22 <sup>nd</sup> April, 2016
Relationship with other Directors	Son of Mr. Kasambhai Umarbhai Shekh-Director and CFO and Mrs. Hasina Kasambhai Shekh-Non Executive Director of the Company.

Qualifications	H.S.C
Experience	More than 10 years
Board Membership in other Companies as on March 31, 2020	None
Chairman/Member of the Committee of the Board of directors in other companies as on March 31, 2020	None
Number of Shares held in the Company as on March 31, 2020	2,65,100
The number of Meetings of the Board attended during the year	9 (Nine)

### **EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **ITEM NO. 4**

The Board of Directors of the Company has thought it advisable to grant loans, make investment, give guarantee or provide security to one or more person or body corporate not exceeding Rs. 50 Crores including existing loans, investment made, guarantee given or security provided in one or more tranches out of the surplus fund available with the Company so as to deploy funds more profitably and safely.

Pursuant to Section 186 of the Act, the Company can make loans to any person or other Body Corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate to the extent of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account whichever is higher with the approval of Board of Directors. Where the aggregate of loans and investments made, guarantees given and securities provided exceeds the aforesaid limits, prior approval of the shareholders is required by way of a special resolution. Since the proposed loan, investment, guarantee and security to be granted along with existing loans, investments, guarantee and security granted in other entities would exceed the aforesaid limits, prior approval members is sought by way of Special Resolution.

The Board hereby confirms that the Company has not made any default in repayment of loans and interest thereon.

In view of the above, necessary resolution has been proposed for the approval of members of the Company.

The loan is to be made out of own/surplus/internal accruals.

Your Directors recommend passing of the proposed Special Resolution.

None of the Directors along with their relatives are deemed to be interested or concerned in the said resolution. The Company is not required to appoint any Key Managerial Personnel.



## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 28<sup>th</sup> December, 2020 at 10.00 A.M. and ends on 30<sup>th</sup> December, 2020 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>rd</sup> December, 2020 , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on Attendance Slip.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>



After entering these details appropriately, click on “SUBMIT” tab.

- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant **ROBERT RESOURCES LIMITED** on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also use Mobile app - “m-Voting” for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).
- (xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

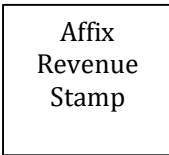
**PROXY FORM**

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

CIN	:	<b>L99999GJ1982PLC096012</b>		
Name of the Company	:	<b>ROBERT RESOURCES LIMITED</b>		
Registered Office	:	<b>3<sup>rd</sup> FLOOR, PLOT NO 1067, OPP. BINDU NIVAS, KALIYABID ROAD BHAVNAGAR-364001, GUJARAT</b>		
Name of the Member(s)	:			
Registered Address	:			
E-mail Id	:			
Folio No. / Client ID	:		DP ID	
I/We being the member(s) of _____ shares of the above named Company, hereby appoint :				
1	Name			
	Address			
	E-mail Id		Signature	
	Or failing him			
2	Name			
	Address			
	E-mail ID		Signature	
	Or failing him			
3	Name			
	Address		Signature	
	E-mail ID			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 31<sup>st</sup> December, 2020 at 5.00 PM at Registered Office of the Company at 3<sup>rd</sup> Floor, Plot No 1067, Opp. Bindu Nivas, Kaliyabid Road Bhavnagar-364001, Gujarat and at any adjournment thereof in respect of such resolutions as are indicted below:

NO	RESOLUTIONS
	ORDINARY BUSINESS:
1	To receive and adopt the Audited Balance Sheet as at 31 <sup>st</sup> March, 2020 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon.
2	To appoint Mr. Hanif Shekh (DIN: 07497812), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
3.	To take note of the re-constitution of the Statutory Auditor Firm
	SPECIAL BUSINESS:
4	To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013



Signed this \_\_\_\_\_, 2020

Signature of the Shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

**Note:**

- (1) This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- (5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated

-----  
-----

## Attendance Slip

(To be handed over at the entrance of the Meeting hall)

Registered Folio No. / DP ID /Client ID	:	
Name of the Member(s)	:	
Address	:	
Joint Holder 1	:	
Joint Holder 2	:	

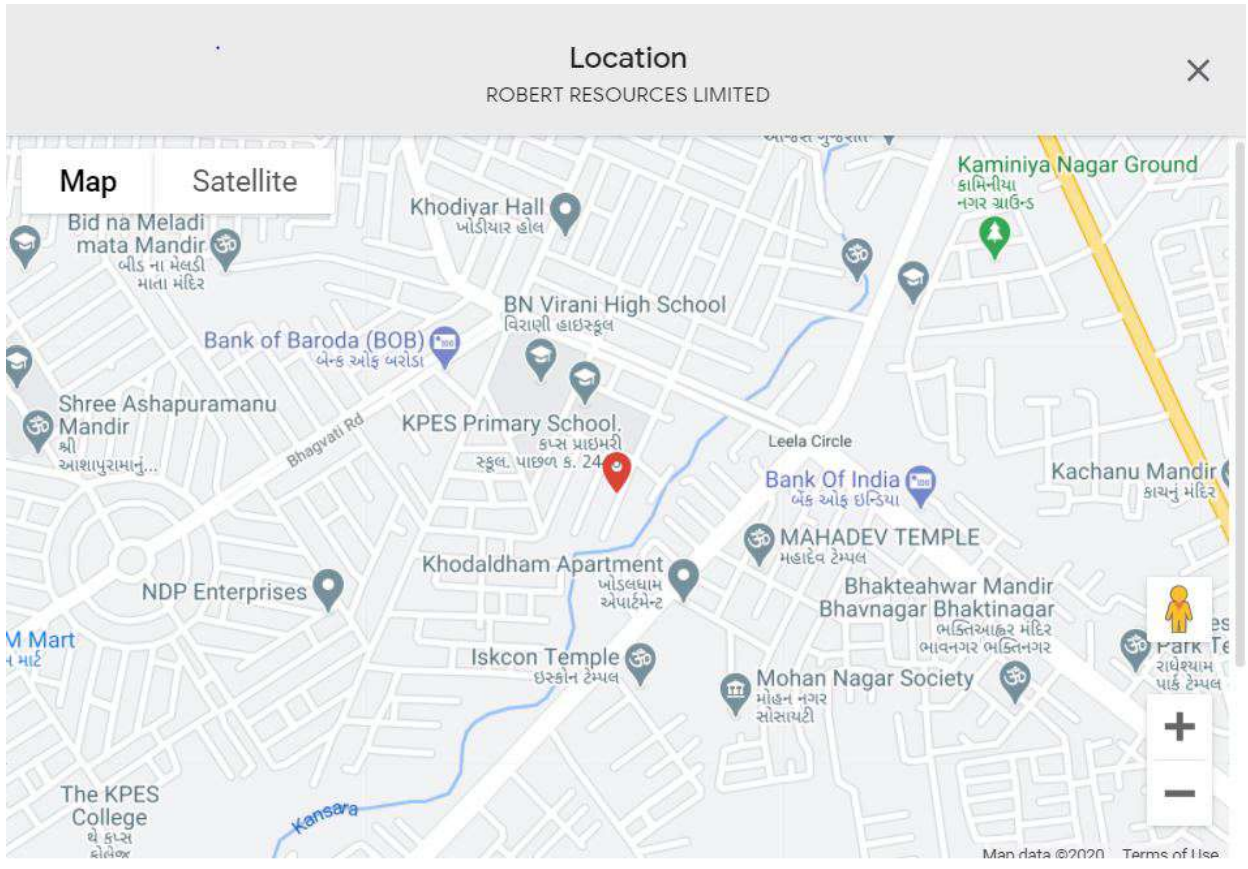
I hereby record my presence at the 38<sup>th</sup> Annual General of **ROBERT RESOURCES LIMITED** at Registered Office of the Company at **3<sup>rd</sup> FLOOR, PLOT NO 1067, OPP. BINDU NIVAS, KALIYABID ROAD BHAVNAGAR-364001, GUJARAT** on Thursday 31<sup>st</sup> December, 2020 at 5.00 p.m.

Full name of the Member (in BLOCK LETTERS) \_\_\_\_\_

Full name of the Proxy (in BLOCK LETTERS) \_\_\_\_\_

Member's/ Proxy's Signature \_\_\_\_\_

ROUTE MAP



**DIRECTORS' REPORT**

**TO,  
THE MEMBERS  
ROBERT RESOURCES LIMITED**

Your Directors have pleasure in presenting the Board's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31<sup>st</sup> March, 2020.

**FINANCIAL HIGHLIGHTS**

<b>Particulars</b>	<b>(Rs. In Lacs)</b>	
	<b>Standalone</b>	
	<b>2019-2020</b>	<b>2018-2019</b>
Gross Income	<b>63.25</b>	<b>0.93</b>
Profit Before Interest and Depreciation	<b>24.91</b>	<b>(12.34)</b>
Finance Charges	<b>0.00</b>	<b>0.00</b>
Gross Profit	<b>24.91</b>	<b>(12.34)</b>
Provision for Depreciation	<b>0.00</b>	<b>0.00</b>
Net Profit Before Tax	<b>24.91</b>	<b>(12.34)</b>
Provision for Tax	<b>20.73</b>	<b>0.00</b>
Net Profit After Tax	<b>4.18</b>	<b>(12.34)</b>

The novel Corona virus [COVID-19] pandemic is spreading around the globe rapidly. The virus has taken its toll not just on human life, but business and financial markets to the extent of which is currently indeterminate. In view of the lockdown across the country due to the outbreak of COVID - 19 pandemic, operations of the Companies are also affected. The Company has been critically evaluating various financial parameters affecting the operations of the Company. However, it would be difficult to ascertain the actual impact in monetary terms due to COVID- 19 pandemic. The management has taken proper measures for reducing the impact of COVID- 19.

The Company is confident to have better future performance.

**DIVIDEND**

With a view to conserve the resources of company, the directors do not recommend payment of any dividend.

**AMOUNTS TRANSFERRED TO RESERVES**

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

**CHANGES IN SHARE CAPITAL**

No changes in the share capital during the year.

**INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY**

Company does not have any Subsidiary, Joint venture or Associate Company.

**TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as no dividend was declared and paid last year.



**MATERIAL CHANGES AND COMMITMENTS**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report

**EXTRACT OF ANNUAL RETURN**

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed as “Annexure A” to this Annual Report.

**MEETINGS OF THE BOARD OF DIRECTORS**

During the Financial Year 2019-2020, the Company held 9 (Nine) board meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 and SEBI LODR were adhered to while considering the time gap between two meetings.

<b>S No.</b>	<b>Date of Meeting</b>	<b>Board Strength</b>	<b>No. of Directors Present</b>
1	30/05/2019	6	6
2	12/06/2019	6	6
3	13/07/2019	6	6
4	14/08/2019	6	6
5	28/08/2019	6	6
6	01/10/2019	6	6
7	14/11/2019	6	6
8	31/12/2019	6	6
9	14/02/2020	6	6

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**AUDITORS and THEIR REPORT thereon**

M/s. Harshad Sudhir & Co. Chartered Accountants were appointed as statutory auditors of the Company for a period of five years from 2019-2020 to 2023-2024 in the Annual General Meeting held on 30<sup>th</sup> September, 2019.

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes on financial statements are self-explanatory, and needs no further explanation.

Further the Auditors' Report for the financial year ended, 31<sup>st</sup> March, 2019 is annexed herewith for your kind perusal and information.

Moreover, board has noted in their board meeting held on 30<sup>th</sup> July, 2020 that the constitution of the Existing Statutory Auditors' Firm M/S. Sudhir & Co., Chartered Accountants (FRN 129775W) has been merged into M/s. H S K & Co., Chartered Accountants (FRN 117014W) w.e.f 29<sup>th</sup> February, 2020 as per received intimation letter from them on 29<sup>th</sup> July, 2020.

Further More, board has noted in their board meeting held on 13<sup>th</sup> November, 2020 that the constitution of the Existing Statutory Auditors' Firm M/s. H S K & Co., Chartered Accountants (FRN 117014W) has been converted into M/s H S K & Co. LLP, Chartered Accountants (FRN:117014W/W100685) w.e.f 21<sup>st</sup> September, 2020 as per received intimation letter from them on 13<sup>th</sup> November, 2020 .

**LOANS, GUARANTEES AND INVESTMENTS**

The details of loans and investments made are provided are as mentioned in the notes to accounts. The Company has not provided any guarantee or security falling under purview of Section 186 of the Companies Act, 2013 during the financial year under review.

**RELATED PARTY TRANSACTIONS**

The Company has not entered into various Related Parties Transactions as defined under Section 188 of the Companies Act, 2013 with related parties as defined under Section 2 (76) of the said Act.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:****(A) Conservation of energy and Technology absorption**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

**(B) Foreign exchange earnings and Outgo**

There were no foreign exchange earnings and outgo during the year under review.

**RISK MANAGEMENT**

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

**DIRECTORS and KMP**

Pursuant to the provisions of Section 152 and other applicable provisions if any, of the Companies Act, 2013, Mr. Hanif Shekh (DIN: 07497812), Managing Director of the Company is liable to retire by rotation at the forthcoming Annual General Meeting and he being eligible offers himself for re-appointment.

During the current financial year, there is no change in the constitution of directors of the company.

After the closure of the year, the board took note of the sad and sudden demise of Director and CFO (KMP), Mr. Kasambhai Umarbhai Shekh on 31<sup>st</sup> July, 2020..

After the closure of the year Company has appointed CS Ami Kothari as a whole time Company Secretary of the Company (w.e.f. 1<sup>st</sup> July, 2020).

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

1. Mr. Hanif Kasambhai Shekh-Managing Director
2. Mr. Kasambhai Umarbhai Shekh –Chief Financial Officer (Up to 31<sup>st</sup> July, 2020)
3. Ms. Vaishakhi Ambrishbhai Shukla – Whole Time Company Secretary (Up to 12<sup>th</sup> June, 2019)

**DEPOSITS**

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 during the year under review.

**CORPORATE SOCIAL RESPONSIBILITY**

The company does not meet the criteria of Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 so there is no requirement to constitute Corporate Social Responsibility Committee.

**DISCLOSURE UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

The Company is not paying Remuneration to any director.

**ANNUAL EVALUATION**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department.

### **CORPORATE GOVERNANCE**

Report on Corporate Governance In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as “**Annexure B**” herewith for your kind perusal and information.

### **INDEPENDENT DIRECTORS' AND THEIR DECLARATION**

The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

### **COMPLAINCE OF SECRETARIAL STANDARAD**

The Company has complied with the applicable secretarial standards.

### **NOMINATION AND REMUNERATION COMMITTEE**

As per the section 178(1) of the Companies Act, 2013 the Company's Nomination and Remuneration Committee comprises of three Non-executive Directors. The table sets out the composition of the Committee:

<b>NAME OF THE COMMITTEE MEMBERS</b>	<b>POSITION HELD IN THE COMMITTEE</b>	<b>CATEGORY OF THE DIRECTOR</b>
SOLANKI NITABEN ASHWINBHAI	CHAIRMAN	NONEXECUTIVE DIRECTOR
SOLANKI ASHVINBHAI NARANBHAI	MEMBER	NONEXECUTIVE DIRECTOR
JYOTI SURESHBHAI KANTARIYA	MEMBER	NON EXECUTIVE DIRECTOR

### **Terms of Reference**

The Terms of Reference of the Nomination and Remuneration Committee are as under:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
2. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key

Managerial Personnel and other employees.

3. The Nomination and Remuneration Committee shall, while formulating the policy ensure that:
  - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
  - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - c. remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:
4. Regularly review the Human Resource function of the Company.
5. Discharge such other function(s) or exercise such power(s) as may be delegated to the Committee by the Board from time to time.
6. Make reports to the Board as appropriate.
7. Review and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval from time to time.
8. Any other work and policy, related and incidental to the objectives of the committee as per provisions of the Act and rules made there under.

### **REMUNERATION POLICY**

#### **Remuneration to Executive Directors:**

The remuneration paid to Executive Directors is recommended by the Nomination and Remuneration Committee and approved by Board in Board meeting, subject to the subsequent approval of the shareholders at the General Meeting and such other authorities, as may be required. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company. However the company is not paying any remuneration to its executive director.

#### **Remuneration to Non-Executive Directors:**

The Non-Executive Directors are paid remuneration by way of Sitting Fees and Commission. The Non-Executive Directors are paid sitting fees for each meeting of the Board and Committee of Directors attended by them. However the company is not paying any remuneration to its non-executive director.

### **AUDIT COMMITTEE**

According to Section 177 of the Companies Act, 2013 the company's Audit Committee comprised of three directors. The board has accepted the recommendations of the Audit Committee. The table sets out the composition of the Committee:

NAME OF THE COMMITTEE MEMBERS	POSITION HELD IN THE COMMITTEE	CATEGORY OF THE DIRECTOR
JYOTI SURESHBHAI KANTARIYA	CHAIRMAN	NONEXECUTIVE DIRECTOR
SOLANKI ASHVINBHAI NARANBHAI	MEMBER	NONEXECUTIVE DIRECTOR
KASAM SHEKH	MEMBER	EXECUTIVE DIRECTOR

**STAKEHOLDERS' RELATIONSHIP COMMITTEE :**

As per the section 178(1) of the Companies Act, 2013 the Company's Stakeholder Relationship Committee comprises of three Non-executive Directors. The table sets out the composition of the Committee:

NAME OF THE COMMITTEE MEMBERS	POSITION HELD IN THE COMMITTEE	CATEGORY OF THE DIRECTOR
SOLANKI ASHVINBHAI NARANBHAI	CHAIRMAN	NONEXECUTIVE DIRECTOR
SOLANKI NITABEN ASHWINBHAI	MEMBER	NON EXECUTIVE DIRECTOR
SHEKH HASINA KASAMBHAI	MEMBER	NON EXECUTIVE DIRECTOR

**SECRETARIAL AUDITORS & SECRETARIAL AUDIT REPORT**

The Board of Directors of your Company appointed Mr. Alay Vasavada, Practicing Company Secretary as the Secretarial Auditors of the Company for the conduct of Secretarial Audit for the Financial Year 2019-20, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report submitted by the Secretarial Auditor is annexed as "**Annexure C**" to this Board's Report.

The qualification/observation of the Secretarial Auditor is self-explanatory.

Please note that the Company has appointed CS Ami Kothari (ACS 30306) as Company Secretary cum Compliance Officer of the company w.e.f.1<sup>st</sup> July, 2020.

The company is in discussion and in consultation with necessary consultants for the process for being registered as a NBFC.

On account of unavoidable medical circumstances, the signatory were not available to sign the intimation for board meeting for approval of accounts for the quarter ended on 31<sup>st</sup> December, 2019 and hence the delay occurred.

The management shall ensure that such lapses shall not be repeated in future.

**COST AUDIT**

The Company is not required to maintain any cost records prescribed under section 148 of the Companies Act, 2013 and rules made thereunder

**VIGIL MECHANISM**

As per Section 177(9) and (10) of the Companies Act, 2013, and as per the SEBI LODR, the company has established Vigil Mechanism for directors and employees to report genuine concerns and made provisions for direct access to the chairperson of the Audit Committee. Company has formulated the present policy for establishing the vigil mechanism/ Whistle Blower Policy to safeguard the interest of its stakeholders, Directors and employees, to freely communicate and address to the Company their genuine concerns in relation to any illegal or unethical practice being carried out in the Company.

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

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment.

All employees (Permanent, contractual, temporary, trainees) are covered under this policy.

**DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

Your company has established adequate internal financial control systems to ensure reliable financial reporting and compliance with laws and regulations.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The management discussion and analysis report as required has been attached as "Annexure D" and forms part of this report.

**ACKNOWLEDGEMENT**

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS**

Date: 3<sup>rd</sup> December, 2020  
Place: Bhavnagar

SD/-  
HANIF SHEKH  
DIN : 07497812  
Managing Director

SD/-  
MRS. HASINA SHEKH  
DIN : 07733184  
Director



Annexure A  
Form no. MGT 9  
EXTRACT OF ANNUAL RETURN  
AS ON THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2020  
*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]*

**I. REGISTRATION AND OTHER DETAILS:**

<b>i.</b>	CIN	L99999GJ1982PLC096012
<b>ii.</b>	Registration Date	04/11/1982
<b>iii.</b>	Name of the Company	<b>ROBERT RESOURCES LIMITED</b>
<b>iv.</b>	Category/Sub-Category of the Company	COMPANY LIMITED BY SHARES INDIAN NON- GOVERNMENT COMPANY
<b>v.</b>	Address of the Registered office and contact details	3RD FLOOR, PLOT NO 1067, OPP. BINDU NIVAS, KALIYABID ROAD BHAVNAGAR-364001 CONTACT NO:- +91-9067584982 MAIL ID:- <a href="mailto:robertresourceslimited@gmail.com">robertresourceslimited@gmail.com</a> WEBSITE:- <a href="http://www.robertresources.com">www.robertresources.com</a>
<b>vi.</b>	Whether listed company	Yes
<b>vii.</b>	Name, Address and Contact details of Registrar and Transfer Agent, if any	SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D-153A 1 <sup>ST</sup> FLOOR OKHLA INDUSTRIAL AREA PHASE 1, NEW DELHI-110020 CONTACT NO- 011- 64732681/2 011-26812682 MAIL ID:- <a href="mailto:viren@skylinerta.com">viren@skylinerta.com</a> <a href="mailto:info@skylinerta.com">info@skylinerta.com</a>

**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:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	OTHER FINANCIAL ACTIVITIES : FUTURE TRADING	6499/64990	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
NIL					

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

Category of Shareholders	No. of Shares held at the beginning of the year 31.03.2019				No. of Shares held at the end of the year 31.03.2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	1060700	0	1060700	10.35	1060700	0	1060700	10.35	0
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp									
e) Banks / FI									
f) Any Other									
Sub-total(A)(1):-	1060700	0	1060700	10.35	1060700	0	1060700	10.35	0
<b>2) Foreign</b>									
g) NRIs-Individuals									
h) Other-Individuals									
i) Bodies Corp.									
j) Banks / FI									
k) Any Other....									
Sub-total(A)(2):-									
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									

d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total(B)(1)									
<b>2. Non Institutions</b>									
a) Bodies Corp. (i) Indian (ii) Overseas									
b) Individuals  (i) Individual shareholders holding nominal share capital upto Rs.1 lakh	-	184300	184300	1.8	-	184300	184300	1.8	0
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	9000000	-	9000000	87.85	9000000	-	9000000	87.85	0
c) Others(Specify)									
Sub-total(B)(2)	9000000	184300	9184300	89.65	9000000	184300	9184300	89.65	0
TotalPublic Shareholding (B)=(B)(1)+ (B)(2)	9000000	184300	9184300	89.65	9000000	184300	9184300	89.65	0
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	10060700	184300	10245000	100	10060700	184300	10245000	100	

*ii. Shareholding of Promoters*

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	KASAM SHEKH	265200	2.59	0	265200	2.59	0	0
2.	HANIF SHEKH	265100	2.59	0	265100	2.59	0	0
3.	HASINA SHEKH	265200	2.59	0	265200	2.59	0	0
4.	KAUSHARBEN KATARIYA	265200	2.59	0	265200	2.59	0	0
	<b>Total</b>	<b>1060700</b>	<b>10.35</b>	<b>0</b>	<b>1060700</b>	<b>10.35</b>	<b>0</b>	

*iii. Change in Promoters' Shareholding (please specify, if there is no change)*

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NO CHANGE	NO CHANGE	NO CHANGE	NO CHANGE
	At the End of the year				

*iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)*

Sr. no	Name of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	BHAGABHAI SURSINGBHAI MEDA	325100	3.17	325100	3.17

2	PRIYANKA HITESHKUMAR PATEL	325000	3.17	325000	3.17
3	AMRISH SHAH	323000	3.15	323000	3.15
4	HATHILA VANESHBHAI RASUBHAI	323000	3.15	323000	3.15
5	KRUSHA BIRJUKUMAR SANGHVI	322000	3.14	322000	3.14
6	NIRAJ HATHI	321500	3.14	321500	3.14
7	AMITKUMAR GOVINDBHAI PARMAR	321400	3.14	321400	3.14
8	KARAN BIRJUBHAI SANGHVI	321000	3.13	321000	3.13
9	KOMAL MEHULKUMAR SHUKLA	321000	3.13	321000	3.13
10	AMITABEN JAYANTIBHAI MAKVANA	321000	3.13	321000	3.13

**V. Shareholding of Directors & KMP:**

Sr. no	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>HANIF KASAMBHAI SHEKH</b>				
	At the beginning of the year	265100	2.59	265100	2.59
		No Change during the period under review			
	At the End of the year	265100	2.59	265100	2.59
2	<b>KASAMBHAI UMARBHAI SHEKH</b>				
	At the beginning of the year	265200	2.59	265200	2.59
		No Change during the period under review			
	At the End of the year	265200	2.59	265200	2.59
3	<b>HASINA KASAMBHAI SHEKH</b>				
	At the beginning of the year	265200	2.59	265200	2.59
		No Change during the period under review			
	At the End of the year	265200	2.59	265200	2.59

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
Indebtedness at the beginning of the financial year	<b>NIL</b>	<b>15100000</b>	<b>NIL</b>	<b>15100000</b>
<b>i) Principal Amount</b>		15100000		<b>15100000</b>
<b>ii) Interest due but not paid</b>				
<b>iii) Interest accrued but not</b>				
Total (i+ii+iii)	<b>NIL</b>	<b>15100000</b>	<b>NIL</b>	<b>15100000</b>
Change in Indebtedness during the financial year	<b>NIL</b>		<b>NIL</b>	
- Addition		<b>1300000</b>		<b>1300000</b>
- Reduction				
Net Change	<b>NIL</b>	<b>1300000</b>	<b>NIL</b>	<b>1300000</b>
Indebtedness at the end of the financial year	<b>NIL</b>		<b>NIL</b>	
<b>i) Principal Amount</b>		<b>16400000</b>		<b>16400000</b>
<b>ii) Interest due but not paid</b>				
<b>iii) Interest accrued but not due</b>				
Total (i+ii+iii)	<b>NIL</b>	<b>16400000</b>	<b>NIL</b>	<b>16400000</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1.	Gross salary  (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) Income-tax Act, 1961  (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>
2.	Stock Option	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>
3.	Sweat Equity	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>
4.	Commission - as % of profit - others, specify...	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>
5.	Others, please specify	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>
6.	Total(A)	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>
	Ceiling as per the Act	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>



**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
	<u>Independent Directors</u> · Fee for at the ending board committee meetings · Commission · Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total(1)	NIL	NIL	NIL	NIL	NIL
	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total(2)	NIL	NIL	NIL	NIL	NIL
	Total(B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD****(Amount in Rupees Lakhs)**

S. no.	Particulars of Remuneration	CEO	Company Secretary	CFO	Total
1.	Name :  Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) Income-tax Act, 1961  (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	Ms. Vaishakhi Ambrishbhai Shukla  0.48	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
6.	Total	NIL	NIL	NIL	NIL

**V. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
<b>A.Company</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. Directors</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C.Other Officers In Default</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

FOR &amp; ON BEHALF OF THE BOARD OF DIRECTORS

Date: 3<sup>rd</sup> December, 2020  
Place: Bhavnagar

SD/-  
HANIF SHEKH  
DIN : 07497812  
Managing Director

SD/-  
MRS. HASINA SHEKH  
DIN : 07733184  
Director

**Annexure B**  
**CORPORATE GOVERNANCE REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020**

(As required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**1. Company's Philosophy on Code of Corporate Governance:**

The Company believes that good corporate governance leads to corporate growth and long term gain in shareholders' value. The spirit of Corporate Governance is prevailing in the Company. The Company is committed to maintain the highest standards of corporate governance in its conducts towards shareholders, employees, customers, suppliers and other stakeholders.

Our focus on sustainable growth, productivity improvement, commitment to quality and safety in operations is unrelenting.

**2. Board of Directors:**

**Composition:**

The Board of Directors consists of Six Directors consisting of Shri. Hanif Kasambhai Shekh, Managing Director, Shri. Kasambhai Umarbhai Shekh, Director and CFO (KMP), Smt. Hasina Kasambhai Shekh, Director of the Company and other three Independent Directors. The composition of Board of Directors is in compliance with the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Board meetings:**

During the year, Nine Board Meetings were held on 30-05-2019, 12-06-2019, 13-07-2019, 14-08-2019, 28-08-2019, 01-10-2019, 14-11-2019, 31-12-2019, 14-02-2020. The Company has observed the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding meeting of Board of Directors and that the time gap between two consecutive board meetings was not more than one hundred and twenty days. The composition of the Board and the attendance of Directors at the Board Meetings during the year and at the last Annual General Meeting and also number of other directorship and committee Memberships are given below:

Sr.	Name of Director	Category of Directorship	No. of Board Meeting attended	Attendance at last AGM	No. of other directorship	No. of committee Membership/chairmanship in other domestic companies		Name of listed entities where person is also director and category of Directorship
						Chairperson	Member	
1	HANIF KASAMBHAI SHEKH	Promoter, Managing Director, Executive	9	Yes	—	—	—	—
2	KASAMBHAI UMARBHAI SHEKH	Promoter, CFO, Executive Director	9	Yes	1	—	1	Econo Trade (India) Ltd- Managing Director
3	HASINA KASAMBHAI SHEKH	Promoter, Non-Executive Non Independent Director	9	Yes	1	—	1	Econo Trade (India) Ltd- Director

4	SOLANKI ASHVINBHAI NARANBHAI	Independent, Non- Executive director	9	Yes	1	1	2	Briya Enterprise Limited Independent
5	JYOTI SURESHBHAI KANTARIYA	Independent, Non- Executive director	9	Yes	1	1	1	Econo Trade (India) Ltd Independent
6	SOLANKI NITABEN ASHWINBHAI	Independent, Non- Executive director	9	Yes	0	1	1	—

Shri Hanif Kasambhai Shekh, Managing Director is son of Mr. Kasambhai Umarbhai Shekh-Director and CFO and Mrs. Hasina Kasambhai Shekh-Non Executive Director of the Company. Apart from that none of the other Directors are related to each other in any way.

The Company did not have any pecuniary relationship or transactions with the non-executive directors during the year under review.

None of Directors on the Board are members in more than ten committees and they do not act as Chairman of more than five committees across all companies in which they are Directors

Shareholding of Non-Executive Directors as on 31<sup>st</sup> March, 2020 is as follows:

Sr.	Name of the Directors	No. of Equity Shares held as on March 31,2020
1	HASINA KASAMBHAI SHEKH	2,65,200
2	SOLANKI ASHVINBHAI NARANBHAI	NIL
3	JYOTI SURESHBHAI KANTARIYA	NIL
4	SOLANKI NITABEN ASHWINBHAI	NIL

#### Qualifications and Expertise of Board of Directors:

The details pertaining to expertise/ skills sought by the Board and name of Directors possessing the same:

Skills/ Expertise	Name of Director
Corporate Strategy and planning	: Shri. Hanif Kasambhai Shekh, Shri. Kasambhai Umarbhai Shekh, Shri. Solanki Ashvinbhai Naranbhai, Smt. Solanki Nitaben Ashwinbhai, Smt. Jyoti Sureshbhai Kantariya
Financial & Stock Market	: Shri. Hanif Kasambhai Shekh, Shri. Kasambhai Umarbhai Shekh, Shri. Solanki Ashvinbhai Naranbhai, Smt. Jyoti Sureshbhai Kantariya
Legal expertise	: Shri. Hanif Kasambhai Shekh
Human resources	: Smt. Hasina Kasambhai Shekh , Shri. Solanki Ashvinbhai Naranbhai, Smt. Solanki Nitaben Ashwinbhai, Smt. Jyoti Sureshbhai Kantariya
Administrative Management	: Smt. Hasina Kasambhai Shekh

The policy of familiarization programme of Independent Directors of the Company is available on the website of the Company i.e www.robertresources.com

### Confirmation regarding Independent Directors

The Board hereby confirms that all the Independent Directors fulfill the conditions specified in the SEBI (LODR) Regulations, 2015 and are independent of the management.

The Company has received Certificate from M/s. Neel Shah Certificate, Practicing Company Secretaries certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory Authority.

All the recommendations made by the various committees have been accepted by the Board.

### 3. AUDIT COMMITTEE:

As required under the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted an Audit Committee consisting of following Directors as Members of the Committee:

Name Of The Audit Committee Members	Category Of The Director	No. of the Meeting held	No. of the Meeting attended
Jyoti Sureshbhai Kantariya	Nonexecutive Director	4	4
Solanki Ashvinbhai Naranbhai	Nonexecutive Director	4	4
Kasam Shekh	Executive Director	4	4

The composition of Committee is in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year, 4 (Four) Committee Meetings were held on 30-05-2019, 14-08-2019, 14-11-2019, 14-02-2020 in which required quorum was present.

The functions of Audit Committee as outlined in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as mentioned below:

#### Brief description of Terms of Reference:

- To review the quarterly (un-audited) and annual financial statements before the same are submitted to the Board and to oversee the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statement is correct, adequate and credible;
- The recommendation for appointment, remuneration and terms of appointment of Auditors of the company;
- To review and monitor the Auditors independence, performance and effectiveness of audit process;
- To review the adequacy of internal control systems, evaluation of internal financial controls and risk management systems and to review the functioning of the Whistle Blower mechanism;
- Scrutiny of loans, advances and investments, valuation of undertakings or assets of the company, wherever it is necessary and to approve the transactions of the company with related parties and any subsequent modification thereto;

6. To review the utilization of loans and/ or advances from/investment in the subsidiary Company, if any exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
7. To carry out any other function that relates to accounts and audit of the company.

The time gap between any two consecutive committee meetings was less than 120 days. The audit committee adheres to the SEBI guidelines in terms of quorum of its meetings, functioning, role and powers as also those set out in the Companies Act, 2013.

#### 4. NOMINATION AND REMUNERATION COMMITTEE:

As required under the provisions of Companies Act, 2013, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted the Nomination and Remuneration Committee consisting of following Directors as Members of the Committee.

During the year, 4 (Four) Committee Meetings were held on 30-05-2019, 14-08-2019, 14-11-2019, 14-02-2020.

The Terms of Reference of the Nomination and Remuneration Committee are as under:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
2. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
3. The Nomination and Remuneration Committee shall, while formulating the policy ensure that:
  - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
  - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - c. remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:
4. Regularly review the Human Resource function of the Company.
5. Discharge such other function(s) or exercise such power(s) as may be delegated to the Committee by the Board from time to time.
6. Make reports to the Board as appropriate.
7. Review and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval from time to time.
8. Any other work and policy, related and incidental to the objectives of the committee as per provisions of the Act and rules made there under.

Accordingly, Committee reviews the remuneration package of the Whole Time Directors of the Company and recommends suitable remuneration package / revision to the Board, in accordance with the guidelines laid out by the statute.

**Performance Evaluation Criteria for Independent Directors:**

The Performance of the Independent Director is evaluated based on the criteria such as his knowledge, experience, integrity, expertise in any area, number of Board/Committee meetings attended, time devoted to the Company, his/her participation in the Board/Committee meetings etc. The Performance evaluation of the Independent Directors was carried out by the Board and while evaluating the performance of the Independent Directors, the Director who was subject to the evaluation did not participate.

**5. REMUNERATION POLICY:**

**Remuneration to Executive Directors:**

The remuneration paid to Executive Directors is recommended by the Nomination and Remuneration Committee and approved by Board in Board meeting, subject to the subsequent approval of the shareholders at the General Meeting and such other authorities, as may be required. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company. **However the company is not paying any remuneration to its executive director.**

**Remuneration to Non Executive Directors:**

The Non-Executive Directors are paid remuneration by way of Sitting Fees and Commission. The Non-Executive Directors are paid sitting fees for each meeting of the Board and Committee of Directors attended by them. **However the company is not paying any remuneration to its non-executive director.**

**6. STAKEHOLDERS' RELATIONSHIP COMMITTEE :**

As required under the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has constituted Stakeholders Relationship Committee which looks in to matter of redressing investor/shareholders grievances, investor complaints, approves transfer and transmission of shares; authorizes issue of duplicate share certificates and generally deals with all matters in connection with shares issued by the Company from time to time.

Mr. Solanki Ashvinbhai Naranbhai (Independent Director) being the Chairman heads the committee.

**Name and Designation of Compliance Officer:** Ms. Vaishakhi Ambrishbhai Shukla – Whole -Time Company Secretary and Compliance Officer.

The status of the Investors' Complaints during the Financial Year 2019-20 are as under:

Complaints outstanding as on April 1, 2019	Nil
Complaints received during the year ended March 31, 2020	Nil
Complaints resolved during the year ended March 31, 2020	Nil
Complaints outstanding as on March 31, 2020	Nil

**7. INDEPENDENT DIRECTORS:**

As per the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company shall hold at least one meeting in the year without attendance of the Non Independent Directors. Independent Directors at their meeting held on 30-05-2019 has reviewed the performance of the Non Independent Directors (Including the Chairman of the Company) and assessed the quality, quantity and timeliness of the flow of information between the Company and the Management.

All the independent Directors have attended the meeting. All the Independent Directors meet the criteria of Independence as mandated by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**8. VIGIL MECHANISM POLICY:**

In accordance with the provisions of the Companies Act, 2013 and the Rules made there under read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a Vigil Mechanism Policy (Whistle Blower Policy) for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy, which also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the chairman of the Audit Committee in exceptional cases.

The Vigil Mechanism Policy is devised in such a manner that would enable the stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices. Also the employees of the Company have not been denied the access to the Audit Committee to report the genuine concern or grievance.

The Vigil Mechanism Policy is made available on the website of the Company [www.robertresources.com](http://www.robertresources.com)

**9. CODE OF FAIR DISCLOSURE:**

The Board of Directors has laid down a Code of fair Disclosure as required under SEBI(Prohibition of Insider Trading Regulations), 2015. This code is applicable to all the Promoters, Directors, and Connected persons (as mentioned in the Code). The Code of Conduct is made available on the website of the Company [www.robertresources.com](http://www.robertresources.com)

**10. GENERAL BODY MEETINGS:**

Annual General Meeting: Annual General Meetings held in last three financial years were as under:

Financial Year ended	Date	Time	Venue
31-03-2019	30-09-2019	01.00 p.m.	3rd Floor, Plot No 1067, Opp. Bindu Nivas, Kaliyabid Road, Bhavnagar-364001



31-03-2018	10-08-2018	11.00 a.m.	3rd Floor, Plot No 1067, Opp. Bindu Nivas, Kaliyabid Road, Bhavnagar-364001
31-03-2017	09-09-2017	11.00 a.m.	3rd Floor, Plot No 1067, Opp. Bindu Nivas, Kaliyabid Road, Bhavnagar-364001

#### Details of Special Resolutions passed during the previous three Financial Years:

No Special Resolutions passed at General Meetings held in the past 3 financial years:

Date of AGM	Details of Special Resolution passed
September 30, 2019	--
August 10, 2018	--
September 9, 2017	--

#### Special Resolutions passed by Postal Ballot:

During the Financial Year 2019-20, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, there was not any Special Resolutions passed by Shareholders through Postal Ballot.

#### 11. MEANS OF COMMUNICATION:

A. Financial Results: The Quarterly, half early and Annual Results are displayed on the website of the Company [www.robertresources.com](http://www.robertresources.com).

B. News Releases, Presentations etc: There are no such News Releases and presentations made by the company during the year under review.

C. Website: The Company's Website [www.robertresources.com](http://www.robertresources.com) contains a separate dedicated section namely "Investors' Relations" where the useful information for the Shareholders is available.

D. The Management Discussion & Analysis report forms part of the Annual Report, which is posted to all the members of the Company.

#### 12. DISCLOSURES STANDARD:

There are no related party transactions that are to be placed before the Audit Committee/ Board / Members. The Board has approved a policy for related party transactions which has been uploaded on the website of the Company [www.robertresources.com](http://www.robertresources.com).

In preparation of financial statements, the Company has followed the applicable Accounting Standards. The significant accounting policies that are consistently applied have been set out in the Notes to the Accounts.

The Company has complied with the requirements of regulatory authorities and no strictures / penalties have been imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matters related to the capital market during last 3 years.

Business risk evaluation and managing such risk is an ongoing process within the organization.

The Board is regularly briefed of risks assessed and the measures adopted by the company to mitigate the risks. The Company has laid down the procedures to inform the Board members about the risk assessment and risk mitigation mechanism, which is periodically reviewed and reported to the Board of Directors by senior executives.

The Company's code of conduct has clearly laid down procedures for reporting unethical behavior, actual or suspected fraud or violation of the ethics policies. No employee of the company was denied access to the Audit Committee.

Company has not received any complaint under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the year and no complaint is pending at the year end.

#### Mandatory/ Non-Mandatory Requirements:

During the year the Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has during the financial year ended on 31.03.2020 has not adopted any non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has complied with corporate governance requirements specified in regulation 17 to 27 and clause(b) to (i) of Sub regulation(2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has duly fulfilled the following discretionary requirements as prescribed in Schedule II Part E of the SEBI (LODR) Regulations.

#### Fees to Statutory Auditor

The details of fees paid to the Statutory Auditors are given in the Note no. 19 forming part of the financial statement.

During the Financial Year (F.Y.) 2019-20, the Company has not raised funds through any kind of issue (public issue, rights issue, preferential issue, etc.).

### 13. GENERAL SHAREHOLDER INFORMATION:

Day, Date, time and venue of AGM	<b>Thursday, 31<sup>st</sup> December, 2020 At 5:00 P.M. at 3rd Floor, Plot No 1067, Opp. Bindu Nivas, Kaliyabid Road, Bhavnagar-364001.</b>
Financial Year	Financial year of the Company commence from 1st April, 2019 and ends on 31st March, 2020.

Listing on Stock Exchanges	MSEI Limited Vibgyor Towers, 4 <sup>th</sup> Floor, Plot No. C 62, G- Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai - 400 098
Listing Fees	Company has paid listing fees to MSEI Limited.
ISIN No.	For fully paid shares: INE320V01010
Scrip Code	028181
CIN	L99999GJ1982PLC096012
Registered Office	3rd Floor, Plot No 1067, Opp. Bindu Nivas, Kaliyabid Road, Bhavnagar-364001.
Dividend Payment Date	Not Applicable
Registrar and Share transfer Agent	SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D-153 A, FIRST FLOOR, OKHLA INDUSTRIAL AREA, PHASE I, NEW DELHI- 110 020
Compliance Officer	Ms. Ami Kothari

14. Monthly high and low prices and volumes of Equity Shares of the Company at MSEI for the Financial Year ended March 31, 2020 : Not traded

15. Company's Share Performance as compared to MSEI for the Financial Year 2019-20 :  
NA

16. Distribution of Shareholding by Size as on March 31, 2020:

Share or Debenture holding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	193	81.09	21100	0.02
5001 To 10,000	0	0	0	0
10001 To 20,000	0	0	0	0
20001 To 30,000	0	0	0	0
30001 To 40,000	0	0	0	0
40001 To 50,000	0	0	0	0
50001 To 1,00,000	1	0.42	70000	0.07
1,00,000 and Above	44	18.49	102358900	99.91
<b>Total</b>	<b>238</b>	<b>100</b>	<b>102450000</b>	<b>100</b>

17. Financial Calendar 2020-2021(tentative)

Annual General Meeting	on or before 30th September, 2020
Results for quarter ending June 30, 2020	on or before extended period 15th September,2020

Results for quarter ending September 30, 2020	on or before 14th November, 2020
Results for quarter ending December 31, 2020	on or before 14th February, 2021
Results for year ending March 31, 2021	on or before 30th May, 2021

#### 18. Distribution of Shareholding by Ownership as on March 31, 2020:

Category (as being reported to Stock Exchanges)	No. of Equity Shares	% of Shareholding
CLEARING MEMBER	--	---
CORPORATE BODIES	---	---
NON RESIDENT INDIAN	---	----
PROMOTERS & PROMOTER'S GROUP	1060700	10.35
PROMOTERS / DIRECTORS	---	----
PUBLIC	9184300	89.65
<b>Total</b>	<b>10245000</b>	<b>100</b>

#### 19. Dematerialization of Shares, Registrar & Transfer Agent & Share Transfer System.

**(i) Share Transfer System:**

The process of transfer / transmission / transposition etc. of equity shares in physical form including dispatch of the share certificates is completed within a period of 15 days if the documents are in order in all respects.

During FY 2019-2020 No request for transfer / transmission / transposition were received. Consequently, No Transfer of shares have been affected during the period 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020 Hence, the question of issuing share certificates does not arise.

**(ii) Dematerialization of shares, Registrar & Transfer system:**

The equity shares of the Company are available for dematerialization through National securities depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED** having its office at D-153 A, FIRST FLOOR, OKHLA INDUSTRIAL AREA, PHASE I, NEW DELHI- 110 020 as Registrar and Share Transfer Agents being a Common Agency for Physical and Electronic modes.

1,00,60,700 equity shares comprising of 98.20% of the total equity shares of the Company are in dematerialized form.

**(iii) Investors Correspondence:**

All shareholder's queries are sent to the Company at its Registered office at 3rd Floor, Plot No 1067, Opp. Bindu Nivas, Kaliyabid Road, Bhavnagar-364001 or to the Registrar & Transfer Agent as aforementioned address.

**20. SECRETARIAL AUDIT FOR RECONCILIATION OF CAPITAL:**

As stipulated by SEBI, Practicing Company Secretaries carryout 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 report thereon is submitted to the Stock Exchange(s) where shares of the Company are listed. 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) and total number of shares in physical form.

- 21. Credit Rating:** During the year under review company has not received any credit ratings from any credit agencies.
- 22.** There are no outstanding Global Depository Receipts or American Depository Receipts or warrants or convertible instruments in the company.

**23. CEO/CFO CERTIFICATION:**

The CEO/CFO of the Company has given certification on the financial reporting and internal controls to the Board in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The CEO/CFO has also given quarterly certification on financial results to the Board in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**24. DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT:**

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and 22) according to the information provided/available, it is hereby confirmed that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the Financial Year 2019-2020. The Code of Conduct is also posted on the website of the Company i.e. Company [www.robertresources.com](http://www.robertresources.com)

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS**

**Date:** 3rd December, 2020  
**Place:** Bhavnagar

**SD/-**  
**HANIF SHEKH**  
**DIN : 07497812**  
**Managing Director**

**SD/-**  
**MRS. HASINA SHEKH**  
**DIN : 07733184**  
**Director**

**CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,  
The Members,  
**Robert Resources Limited**  
**CIN: L99999GJ1982PLC096012**

We have examined relevant registers, records, forms, returns and disclosures in respect of the Directors of **ROBERT RESOURCES LIMITED** (the Company) having its registered office situated at 3<sup>rd</sup> Floor, Plot No 1067, Opp. Bindu Nivas, Kaliyabid Road, Bhavnagar-364001 which were produced before us by the Company (including receipt of documents by way of electronic means on account of ongoing pandemic of Covid - 19) for the purpose of issuing a certificate as stipulated in Clause (10) (i) of Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time.

In our opinion and to the best of our information and on the basis of the verification of the above stated documents (including the status of Directors Identification Number - DIN at the portal of Ministry of Corporate Affairs - MCA [www.mcagov.in](http://www.mcagov.in)), we hereby certify that none of the Directors on the Board of the Company as on 31<sup>st</sup> March, 2020 have been debarred or disqualified from being appointed or continuing as a Directors of the Company by the Board i.e. Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such statutory authority.

**For, Neel Shah and Associates**  
Company Secretary

Place: Ahmedabad  
Date: 2<sup>nd</sup> December, 2020

ACS No. 32830  
C P No.: 20344  
UDIN: A032830B001383146

**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members,  
**Robert Resources Limited**  
**CIN: L99999GJ1982PLC096012**

We have examined all relevant records of **ROBERT RESOURCES LIMITED** for the purpose of certifying compliance of conditions of Corporate Governance as stipulated under para C and D of Schedule V read with Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on March 31, 2020.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. This certificate is neither an assurance as to the further viability of the Company nor of the effectiveness with which the management has conducted the affairs of the Company.

On the basis of the examination of the records produced (including receipt of documents by way of electronic means on account of ongoing pandemic of Covid - 19), explanations and information furnished, we certify that the Company has complied with the mandatory conditions of the Corporate Governance as stipulated in para C of Schedule V read with Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except the following:

- a) The Company has not appointed company secretary and Compliance officer from the 13<sup>th</sup> June, 2019 to 31<sup>st</sup> March 2020 under the regulation 6(1) of SEBI (LODR) Regulations, 2015.
- b) The Company has delayed the intimation to the stock exchange regarding the Board meeting for the approval of accounts for the Quarter ended on 31<sup>st</sup> December, 2019 as required under regulation 29 of SEBI (LODR) Regulations, 2015
- c) The Company has not strictly complied with the provisions of publication of newspaper advertisement as required under SEBI (LODR) Regulations, 2015.
- d) The Company has partially complied with the provisions of regulation 46 with regard to the website compliances on account of abruptly closure of business of the respective agency, due to their internal problems.

This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

**For, Neel Shah and Associates**  
Company Secretary

Place: Ahmedabad  
Date: 2<sup>nd</sup> December, 2020

ACS No. 32830  
C P No.: 20344  
UDIN: A032830B001383181

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL  
WITH THE COMPANY'S CODE OF CONDUCT**

This is to certify that the Company has laid down Code of Conduct for Board Members and Senior Management of the Company.

In terms of the requirement of Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to confirm that all members of the Board and the senior management personnel have affirmed compliance with Code of Conduct for the year ended 31<sup>st</sup> March, 2020.

**FOR, ROBERT RESOURCES LIMITED  
HANIF SHEKH**

**Date: 2<sup>nd</sup> December, 2020  
Place: Bhavnagar**

**Managing Director  
(DIN- 07497812)**



**Annexure D**  
**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**1. Industry Structure and Developments and Overall Review**

The Company is principally engaged in the business of Financial Service, Investment, Trading in Shares, Mutual Fund, other Security. The Growth rate has been on the upward trend as compared to the previous year with favorable market conditions which reflect the fluctuated market.

The Company has capacity to withstand in the market and face the stiff competition prevailing in the business market.

**2. Opportunities and Outlook and Financial Review**

The Company is optimistic about its growth prospect in the future. The Company has been concentrating on building brand image in the market.

The Company is facing stiff competition from various companies in domestic market. However, Company is well positioned to leverage the opportunities to manage the challenges that have arisen in domestic market.

During the year the company has continued its business activities and has earned a net profit of Rs. 4.18 Lakhs.

**3. Risk and Concern**

Bullish trend in Equity Markets, Commodities and Real estate will affect volume and profitability of Government Securities business. Changes in rate of Interest will affect Company's Profitability. But Company is equipped to meet the challenges by better marketing tactics and effective management of cost and expenses.

**4. Internal Control System and their adequacy**

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliance of guide lines and policies, adhere to the management instructions and policies to ensure improvements in the system. The Internal Audit reports are regularly reviewed by the management. The system of Internal Control of the Company is adequate keeping in mind the size and complexity of your Company's business.

**5. Environmental Issues**

As the company is not in the field of manufacture, the company does not produce any harmful gases and the liquid effluents.

**6. Financial Performance with Respect to Operation Performance**

The Company has all the plans for tight budgetary control on key operational performance indication with judicious deployment of funds without resorting to any kind of borrowing where ever possible.

**7. Material Developments in Human Resources / Industrial Relations:**

The industry is knowledge driven, considering this aspect we continue to build our team with high quality talent. The key personnel are technically qualified and fully trained.

The Company maintains cordial & harmonious relation with its employees.

**8. Cautionary Statement**

Statement in this report on Management Discussion and Analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially, from those expressed or implied. Important factors that could make a difference to the company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward - looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS**

<b>Date: 3<sup>rd</sup> December, 2020</b>	<b>SD/-</b> <b>HANIF SHEKH</b> <b>DIN : 07497812</b> <b>Managing Director</b>	<b>SD/-</b> <b>MRS. HASINA SHEKH</b> <b>DIN : 07733184</b> <b>Director</b>
<b>Place: Bhavnagar</b>		



**ALAY VASAVADA**  
*Practicing Company Secretary*

*M.COM, LL.M, ACS*

---

**SECRETARIAL AUDIT REPORT**

***[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]***

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2020**

**To,**  
**The Members,**  
**ROBERT RESOURCES LIMITED**  
**(CIN: L99999GJ1982PLC096012)**  
**3<sup>rd</sup> Floor, Plot No 1067, Opp. Bindu Nivas, Kaliyabid Road**  
**Bhavnagar 364001**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Robert Resources Limited (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of the Secretarial Audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020, generally complied with the applicable statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2020, according to the applicable provisions of:

- (i)** The Companies Act, 2013 (the Act) as amended and the rules made there-under;
- (ii)** The Securities Contract (Regulation) Act, 1956 and the rules made there-under;
- (iii)** The Depositories Act, 1996 and the Regulations and bye-laws framed there-under;
- (iv)** Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

---

**Address: B/601, Krupal Heritage, Torrent Power Station Rd, Beside Swati Gardenia, Opp. Atulyam, Nr. Police Headquarter, Makarba, Vejalpur, Ahmedabad 380015. Mobile: +91 9033457311; [E-mail: csalay28@gmail.com](mailto:csalay28@gmail.com)**

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015)
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; *(Not applicable to the Company during the audit period)*
  - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *(Not applicable to the Company during the audit period)*
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not applicable to the Company during the audit period)*
  - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; *(Not applicable to the Company during the audit period)*
  - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(Not applicable to the Company during the audit period)* and
  - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not applicable to the Company during the audit period)*
- (vi) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/industry are:-
  - (a) The Reserve Bank of India Act, 1934, Rules, Regulations, guidelines, circulars, directions, notifications made there under (to the extent applicable)
  - (b) Financial laws such as direct and indirect tax laws
  - (c) Other allied state laws
  - (d) The Forward Contracts (Regulation) Act, 1952
  - (e) Rules, Regulations, by-laws, Business Rules, Circulars and Directions issued by SEBI
  - (f) Rules, Regulations, by-laws, Business Rules, Circulars and Directions issued by the Commodity Exchanges.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and it is found that the Company has not adhered/followed provisions of the Secretarial Standards strictly.
- (ii) The Listing Agreement entered into by the Company with Metropolitan Stock Exchange (Stock Exchange) read with the (SEBI (LODR) Regulations, 2015).

During the period under review, the Company has generally complied with the provisions of above mentioned Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- (a) It has been informed that the Stock Exchange has imposed a fine on the Company for non-compliance with the requirement to appoint a qualified company secretary as the compliance officer from 13<sup>th</sup> June, 2019 to 31<sup>st</sup> March, 2020. It is informed by the Company that the Company has paid Rs. 23,600/- towards the said fine and sought a waiver for balance amount to be paid of Rs. 1,07,380/-. However, it has also been informed that a qualified Company Secretary was appointed by the Company on 01.07.2020. It is further observed that the Company has not complied and has violated the provisions of section 203 of the Act and SEBI (LODR) Regulations, 2015 wherein the Company is required to appoint a qualified company secretary during the period as mentioned above;*
- (b) The Company has delayed in giving the intimation to the Stock Exchange of Board Meeting, as required in terms of regulation 29 of SEBI (LODR), Regulations, 2015. It is informed that the Stock Exchange has imposed a fine of and the Company has paid the said fine;*
- (c) The Company is required to obtain the necessary license/ permission from the Reserve Bank of India for its business. However, it is been informed that the Company is taking necessary actions and steps towards the same;*
- (d) It is observed that, on several occasions, the Company, has not strictly followed by intimating the Stock Exchange requiring the Company to give an advertisement for a) Closure of register of members, (b) to publish the Notice of E-voting, and(c) intimation of Board Meeting to consider and approve the financial result(s), and (d) publication the financial result(s) in at least one vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated and at least once in English language in an English Newspaper having a wide circulation in that district, and the compliance in terms applicable section under the Act read-with applicable Rule of Companies (Management and Administration) Rules, 2014 and applicable Regulation under SEBI (LODR), Regulations, 2015 .*
- (e) The Company has not strictly followed and maintained with the Company's website with the disclosures to be made in terms applicable section under the Act and applicable Regulation under SEBI (LODR), Regulations, 2015.*

**I FURTHER REPORT THAT,**

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including one woman director.

The changes in the composition of the Board of Directors that took place during the period under review are carried out in compliance with the provisions of the Act. *(Not applicable to the Company during the audit period)*

Adequate notices is given to all directors for the Board Meetings, including Committees thereof, along with agenda and detailed notes on agenda at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the directors. The decisions were carried unanimously.

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

During the audit period, there was no other event/action having any major bearing on the affairs of the Company.

This report is to be read with 'Annexure A' of even date and the same forms an integral part of this report.

**Sd/-**

**Alay Vasavada**  
**Company Secretary in Practice**  
**ACS No. A42810**  
**CP No. 15919**  
**Unique Code No. I2016GJ1397800**  
**ICSI UDIN: A042810B001371137**

**Date: December 1 2020**  
**Place: Ahmedabad**

**ANNEXURE A  
ANNEXURE TO THE SECRETARIAL AUDIT REPORT OF EVEN DATE**

**To,  
The Members,  
ROBERT RESOURCES LIMITED  
(CIN: L99999GJ1982PLC096012)  
3<sup>rd</sup> Floor, Plot No 1067, Opp. Bindu Nivas, Kaliyabid Road  
Bhavnagar 364001**

The Secretarial Audit Report of even date is to be read along with this letter.

- 1.** Due to restrictions on movement of people in amid of COVID-19 pandemic, the examination of various record(s) and document(s) including minutes, registers, certificates and other records have been received through electronic mode from the Company. Hence, I state that I have not verified the physical original document(s) and record(s). The management of the Company has confirmed that the document(s) and record(s) provided to me for conducting the Secretarial Audit are true and correct.
- 2.** Maintenance of the Secretarial, other records and the compliance of the provisions of all laws, rules, regulations, standards applicable to the Company is the responsibility of management of the Company. My examination was limited to the verification of the records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
- 3.** During the audit, I have followed the practices and process as were appropriate, to obtain reasonable assurance about the correctness of the contents of the Secretarial and other records, legal compliance mechanism and corporate conduct. I believe that the process and practices I have followed to provide a reasonable basis for my Secretarial Audit Report.
- 4.** The correctness and appropriateness of financial records and Books of Accounts of the Company have not been verified.
- 5.** I have obtained and relied on the management representation about the compliance of laws, rules and regulations and happening of events etc., wherever required. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management as conducted the affairs of the Company.
- 6.** While forming an opinion on compliance and issuing the Secretarial Audit Report, I have also taken into consideration the compliance related actions taken by the Company after 31<sup>st</sup> March 2020 but before issue of the Report.
- 7.** I have considered actions carried out by the Company based on independent legal/professional opinion as being in compliance with law, wherever there was scope for multiple interpretations.

**Sd/-**

**Alay Vasavada  
Company Secretary in Practice  
ACS No. A42810  
CP No. 15919  
Unique Code No. I2016GJ1397800  
ICSI UDIN: A042810B001371137**

**Date: December 1 2020  
Place: Ahmedabad**

**INDEPENDENT AUDITOR'S REPORT**

To the Members of  
**Robert Resources Limited**

**Report on the Audit of the Financial Statements****Opinion**

We have audited the accompanying financial statements of **Robert Resources Limited** (the 'Company') which comprise the Balance Sheet as at March 31, 2020, and the statement of Profit and Loss (including other comprehensive income), Statement of changes in equity and Statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its Profit, total comprehensive income, the changes in equity and its cash flows for the year then ended on that date.

**Basis for Opinion**

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

**Emphasis of Matter**

We draw attention to Note 26 of the financial statements, which describes that the potential impact of COVID-19 pandemic on the operations and financial statements of the company is dependent on future developments, which are uncertain.

Our opinion is not modified in respect of the above matter.

**Key Audit Matters**

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



Key Audit Matter	Auditor's Response
<p><b>Current Investments</b> [Refer to Note 4 to the financial statements]</p> <p>The company carries its investments in its listed company at fair value. As at March 31, 2020, total investments amounted to Rs. 1092.18 Lakhs and represent 76.24% of total assets.</p> <p>The fair value exercise involves the use of estimates and judgements. Investments in equity shares of company and in Mutual Fund carried at fair value through Other Comprehensive Income (FVOCI) were listed on stock exchanges and hence quoted market prices were readily available for fair valuation</p>	<p><b>Principal Audit Procedures</b></p> <p>Our audit procedures included updating our understanding of the processes employed by the company for accounting for and valuing their investment portfolio.</p> <p>We reviewed the valuation methods used and discussed with the management regarding the reasonableness of the basis and assumptions used in respect of valuation of unquoted investments. We cross-checked valuation of quoted investments with market rates at the year end.</p>

**Information other than Financial Statements & Auditors Report thereon.**

The Company's Board of Directors is responsible for the Other Information. The Other Information comprises the information included in the Board's Report including Annexures to Board's Report and Management Discussion and Analysis (but does not include the financial statements, and our auditor's report thereon).

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

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

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

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating

effectively or ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

**Auditor's Responsibilities for the Audit of the Financial Statements:-**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control 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 the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

#### **Report on Other Legal and Regulatory Requirements**

- I. As required by the Companies (Auditor's Report) Order, 2016 (the "Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable .
- II. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief are necessary for the purpose of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income and the Cash Flow Statement, Statement of changes in Equity dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid Financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to or separate report in “**Annexure B**”.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us :
- i. The Company has disclosed the impact of pending litigations on the financial position of its financial statements – Refer Note 20 to the financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**Place : Ahmedabad,  
Date : 30/07/2020**

**For, H S K & Co.  
Chartered Accountants  
ICAI Firm Registration Number :117014W  
Sudhir Shah  
Partner  
Membership No. 115947  
UDIN:- 20115947AAAACH3920**

**“Annexure A” to the Independent Auditors’ Report**

Referred to in paragraph I under the heading ‘Report on Other Legal & Regulatory Requirements’ of our report of even date to the financial statements of the Company for the year ended March 31, 2020:

1. The Company does not have any Fixed Assets, therefore this paragraph of the order is not applicable to the company and hence not commented upon.
2. According to information and explanation given to us, the company is service providing company , primarily rendering financial services , Accordingly it does not hold any physical inventory, therefore this paragraph of the order is not applicable to the company and hence not commented upon.
3. According to information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3(iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, the company has complied with provisions of section 185 and 186 of the Companies Act, 2013 in respect Investment made and loans given. The company has not given guarantee or provided security as provided in section 185 and 186 of the Companies Act, 2013.
5. According to information and explanation given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. The According to information and explanation given to us, the Central Government has not prescribed the maintenance of Cost Records under section 148(1) of the Companies Act,
7. According to information and explanations given to us in respect of statutory dues and on the basis of our examination of the books of account, and records,
  - (a) The Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, GST, Duty of Customs, and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable.
  - b) According to the information and explanations given to us, there are no material dues of income tax, GST and duty of customs which have not been deposited with the appropriate authorities on account of any dispute except the following dues have not been deposited by the company on account of disputes according to information and explanation given to us:

Name of statute	Nature of Dues	Amount (in Lakhs)	Period to which amount relates	Forum where the dispute is pending
The Income Tax Act, 1961	Income Tax	1159.13	AY 2017-18	CIT- Appeal Ahmedabad

8. The company has not defaulted in repayment of dues to Financial Institutions or banks or debenture holders.
9. According to the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and the term loans during the year.
10. According to the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations given by the management, the managerial remuneration has been paid or provided in due compliance of section 197 read with Schedule V to the Companies Act;
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
14. According to the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company and hence not commented upon.
15. According to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the Company and hence not commented upon.

**For, H S K & Co.**  
**Chartered Accountants**  
**ICAI Firm Registration Number :117014W**  
**Sudhir Shah**  
**Partner**  
**Membership No. 115947**  
**UDIN:- 20115947AAAACH3920-**

**Place : Ahmedabad,**  
**Date : 30/07/2020**

**Annexure 'B'****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 **Robert Resources Limited** ("the Company") as of March 31, 2020 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 Act.

**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, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal Financial Controls and, 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 systems over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's Judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 purpose 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 of procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as on March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reports issued by the Institute of Chartered Accountants of India.

**For, H S K & Co.**  
**Chartered Accountants**  
**ICAI Firm Registration Number :117014W**  
**Sudhir Shah**  
**Partner**  
**Membership No. 115947**  
**UDIN:- 20115947AAAACH3920**

**Place : Ahmedabad**  
**Date : 30/07/2020**



## BALANCE SHEET AS AT 31st March, 2020

(Amount in Rupees Lakhs, unless otherwise stated)

Particulars	Notes	As at 31st March, 2020	As at 31st March, 2019
<b>I ASSETS</b>			
<b>1) Non-current Assets</b>			
(a) Property, Plant and Equipment		-	-
(b) Capital work-in-progress		-	-
(c) Other Intangible Assets		-	-
(d) Financial Assets			
(i) Investments		-	-
(ii) Loans		-	-
(iii) Other Non Current Financial Assets		-	-
(e) Deferred Tax Assets (Net)	3	10.05	-53.23
(f) Other Non-Current Assets		-	-
<b>Total Non-current Assets</b>		<b>10.05</b>	<b>-53.23</b>
<b>2) Current Assets</b>			
(a) Inventories		-	-
(b) Financial Assets			
(i) Investments	4	1,092.18	1,262.47
(ii) Trade receivables		-	-
(iii) Cash and cash equivalents	5	1.82	3.47
(iv) Bank balances other than (iii) above		-	-
(v) Others	6	48.30	200.17
(c) Current Tax Assets (Net)		-	-
(d) Other current assets	7	280.15	6.90
<b>Total Current Assets</b>		<b>1,422.45</b>	<b>1,473.01</b>
<b>TOTAL ASSETS</b>		<b>1,432.50</b>	<b>1,419.79</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>1) Equity</b>			
(a) Equity Share capital	8	1,024.50	1,024.50
(b) Other Equity	9	157.58	55.53
<b>Total Equity</b>		<b>1,182.08</b>	<b>1,080.03</b>
<b>2) LIABILITIES</b>			
<b>Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	10	164.00	151.00
(b) Provisions		-	-
(c) Deferred tax liabilities (Net)		-	-
(d) Other Non-Current Liabilities		-	-
<b>Total Non Current Liabilities</b>		<b>164.00</b>	<b>151.00</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	11	-	179.41
(ii) Trade payables	12	-	-
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of trade payables other than micro and small enterprises		3.97	3.41
(iii) Other Financial Liabilities		-	-
(b) Other Current Liabilities	13	64.37	5.94
(c) Provisions		-	-
(d) Current Tax Liabilities (Net)	14	18.08	-
<b>Total Current Liabilities</b>		<b>86.42</b>	<b>188.76</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,432.50</b>	<b>1,419.79</b>
		<b>0.01</b>	<b>-0.00</b>

## Significant Accounting Policies

The accompanying notes are an integral part of financial statements

1 to 29

As per our Report of even date attached.

For, H S K & Co.,  
Chartered Accountants  
Firm Regd. No.117014W  
Partner  
Membership No. 115947

For and on behalf of the Board of Directors  
Robert Resources Limited

Hanif Shekh  
Managing Director  
DIN:07497812

Hasina Shekh  
Director  
DIN : 07733184

Kasam Shekh  
Chief Financial Officer

Ami Kothari  
Company Secretary

Place : Ahmedabad  
Date : 30/07/2020

Place: Bhavnagar  
Date : 30/07/2020

## STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED 31st March, 2020

(Amount in Rupees Lakhs , unless otherwise stated)

Sr. No.	Particulars	Notes	Year Ended March 31, 2020	Year Ended March 31, 2019
I.	Revenue from operations		-	-
II.	Other income	15	63.25	0.93
III.	<b>Total Other Income ( I + II )</b>		<b>63.25</b>	<b>0.93</b>
IV.	<b>Expenses:</b>			
	Cost of Materials consumed		-	-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
	Excise Duty		-	-
	Employee benefits expense	16	0.96	0.36
	Finance costs	17	30.47	3.26
	Depreciation and amortization expense		-	-
	Other Expenses	18	6.91	9.65
	<b>Total expenses ( IV )</b>		<b>38.34</b>	<b>13.27</b>
V.	<b>Profit \ (Loss) before Exceptional items and tax expenses ( III - IV )</b>		<b>24.91</b>	<b>-12.34</b>
VI.	Exceptional items		-	-
VII.	<b>Profit \ (Loss) before tax expenses ( V - VI )</b>		<b>24.91</b>	<b>-12.34</b>
VIII.	<b>Tax expense:</b>			
	Current tax		20.73	-
	Deferred tax		-	-
IX.	<b>Profit \ (Loss) for the Year ( VII - VIII )</b>		<b>4.18</b>	<b>-12.34</b>
X.	<b>Other Comprehensive Income</b>			
	A ( i ) Items that will not be reclassified to profit or loss		-75.55	-10.92
	( ii ) Income tax relating to items that will not be reclassified to profit or loss		-19.04	2.73
	B ( i ) Items that will be reclassified to profit or loss		274.77	-
	( ii ) Income tax relating to items that will be reclassified to profit or loss		-82.31	-
			<b>97.87</b>	<b>-8.19</b>
XI.	<b>Total Comprehensive Income</b>		<b>102.05</b>	<b>-20.53</b>
XII.	<b>Earnings per equity share: ( face value of Rs. 10/- per share )</b>			
	Basic		0.04	-0.12
	Diluted		0.04	-0.12

Significant Accounting Policies

1 to 29

The accompanying notes are an integral part of financial statements

As per our Report of even date attached.

**For, H S K & Co.,**  
Chartered Accountants  
Firm Regd. No.117014W  
Partner  
Membership No. 115947

For and on behalf of the Board of Directors  
**Robert Resources Limited**

**Hanif Shekh**                      **Hasina Shekh**  
**Managing Director**              **Director**  
**DIN:07497812**                      **DIN : 07733184**

**Kasam Shekh**                      **Ami Kothari**  
**Chief Financial Officer**              **Company Secretary**

Place : Ahmedabad  
Date : 30/07/2020

Place: Bhavnagar  
Date : 30/07/2020

## CASH FLOW STATEMENT FOR YEAR ENDED March 31, 2020

(Amount in Rupees Lakhs , unless otherwise stated)

Particulars	Year ended March 31, 2020		Year ended March 31, 2019	
<b>A. Cash Flow from Operating Activities</b>				
Profit \ (Loss) Before Tax		24.91		-12.34
Adjustments for :				
Finance Cost	30.47		3.26	
Interest Received	-16.62		-	
Profit / (Loss) from sale of Current Investment	-23.87		-0.78	
Dividend Income	-1.60	-11.62	-	2.48
<b>Operating Profit Before Working Capital Changes</b>		<b>13.29</b>		<b>-9.86</b>
Working Capital Changes				
Adjustments for				
(Increase)/Decrease Trade & Other receivables, Other Financial Assets, Other Current Assets	-225.23		-193.70	
Increase/ (Decrease) Trade & Other Current Liability & Provisions	59.00		-1.62	
<b>Net Cash Flow Generated from Operating Activities</b>		<b>-166.23</b>		<b>-195.32</b>
		<b>-152.94</b>		<b>-205.18</b>
		-		-
<b>Net Cash Flow from Operating Activities</b>		<b>-152.94</b>		<b>-205.18</b>
<b>B. Cash Flow from Investing Activities</b>				
Sales \ (Purchase) of Current Investments (Net)	329.95		-	
Dividend Income	1.60		3.00	
Interest and Other Income	16.62		-	
<b>Net Cash Flow (used in) Investing Activities</b>		<b>348.17</b>		<b>3.00</b>
<b>C. Cash Flow from Financing Activities</b>				
Proceeds \ (Repayment) of long term and Short term borrowings	-166.41		179.41	
Interest Paid	-30.47		-3.26	
<b>Net Cash Flow from / (used in) Financing Activities</b>		<b>-196.88</b>		<b>176.15</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>		<b>-1.65</b>		<b>-26.03</b>
<b>Cash and cash equivalent at the beginning of the year</b>		<b>3.47</b>		<b>36.40</b>
<b>Cash and cash equivalent at the end of the year</b>		<b>1.82</b>		<b>3.47</b>
<b>Notes to Cash Flow Statement:</b>		<b>1.82</b>		

1. Previous year figures have been regrouped wherever necessary, to confirm to this year's classification.

2. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS 7 prescribed under the Companies (Indian Accounting Standard) Rules, 2015 under the Companies Act, 2013.

As per our Report of even date attached.

**For, H S K & Co.,**  
Chartered Accountants  
Firm Regd. No.117014W  
Partner  
Membership No. 115947

For and on behalf of the Board of Directors  
**Robert Resources Limited**

**Hanif Shekh**                      **Hasina Shekh**  
**Managing Director**            **Director**  
**DIN:07497812**                  **DIN : 07733184**

**Kasam Shekh**                      **Ami Kothari**  
**Chief Financial Officer**        **Company Secretary**

Place : Ahmedabad  
Date : 30/07/2020

Place: Bhavnagar  
Date : 30/07/2020

## STATEMENT OF CHANGES IN EQUITY

(Amount in Rupees Lakhs , unless otherwise stated)

## A. Equity Share Capital

Particulars	Note No.	Amount Rs.
Balance as on 1st April, 2018	8	1,024.50
Changes during the year		-
Balance as on 31st March, 2019	8	1,024.50
Changes during the year		-
Balance as on 31st March, 2020	8	1,024.50

## B. Other Equity

Particulars	Reserves and Surplus			Other Components of Equity	Total
	Capital Reserve	General Reserve	Retained Earning	Equity Instruments through Other Comprehensive Income	
Balance as at 31st March, 2019	12.76	15.59	-22.64	49.81	55.53
Profit for the year			4.18		4.18
<b>Other Comprehensive Income for the year</b>					
Gain\ (Loss) on Fair Value of Investment				-75.55	-75.55
Income Tax that will not be reclassified to Profit and Loss				-19.04	-19.04
Gain\ (Loss) on Fair Value of Investment				274.77	274.77
Income Tax that will be reclassified to Profit and Loss				-82.31	-82.31
Balance as at 31st March, 2020	12.76	15.59	-18.46	147.68	157.58

Particulars	Reserves and Surplus			Other Components of Equity	Total
	Capital Reserve	General Reserve	Retained Earning	Equity Instruments through Other Comprehensive Income	
Balance as at 1st April, 2018	12.76	15.59	-10.30	58.00	76.06
Loss for the year			-12.34		-12.34
<b>Other Comprehensive Income for the year</b>					
Gain on Fair Value of Investment				-10.92	-10.92
Income Tax that will not be reclassified to Profit and Loss				2.73	2.73
Balance as at 31st March, 2019	12.76	15.59	-22.64	49.81	55.53

As per our Report of even date attached.

For, H S K & Co.,  
Chartered Accountants  
Firm Regd. No.117014W  
Partner  
Membership No. 115947

For and on behalf of the Board of Directors  
Robert Resources Limited

Hanif Shekh  
Managing Director  
DIN:07497812

Hasina Shekh  
Director  
DIN : 07733184

Kasam Shekh  
Chief Financial Officer

Ami Kothari  
Company Secretary

Place : Ahmedabad  
Date : 30/07/2020

Place: Bhavnagar  
Date : 30/07/2020

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Amount in Rupees Lakhs , unless otherwise stated)

## 8 . EQUITY SHARE CAPITAL

Particulars	As at March 31, 2020		As at March 31, 2019	
	Units	Rs.	Units	Rs.
Authorised Share Capital : Equity Shares of Rs. 10 each Issued & Subscribed :	1,02,50,000	1,025.00	1,02,50,000	1,025.00
Equity Shares of Rs. 10 each Subscribed and Fully Paid Up	1,02,45,000	1,024.50	1,02,45,000	1,024.50
Equity Shares of Rs. 10 each	1,02,45,000	1,024.50	1,02,45,000	1,024.50
<b>Total</b>	<b>1,02,45,000</b>	<b>1,024.50</b>	<b>1,02,45,000</b>	<b>1,024.50</b>

a Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period	As at March 31, 2020		As at March 31, 2019	
	Units	Rs.	Units	Rs.
At the beginning of the period	1,02,45,000	1,025	1,02,45,000	1,025
Add: Shares Issued during the year	-	-	-	-
Less: Shares bought back during the year	-	-	-	-
Add: Other movements during the year	-	-	-	-
Outstanding at the end of the period	<b>1,02,45,000</b>	<b>1,025</b>	<b>1,02,45,000</b>	<b>1,025</b>

## b Terms / rights attached to Equity Shares

The Company has issued only one class of equity shares having a par value of Rs. 10 per share. Each holder of Equity Shares are entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the realised value of the assets of the Company, remaining after the payment of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

## c Shares held by holding / ultimate holding company / or their subsidiaries / associates: Not Applicable

d The Company does not have any shareholder who has holding more than 5 percent shares as at March 31, 2020 - Nil (March 31, 2019: Nil)

1. Aggregate number and class of shares allotted as fully paid up pursuant to contracts without payment being received in cash: **NIL**

2. Aggregate number and class of shares allotted as fully paid by way of Bonus Shares : **NIL**

3. Aggregate number and class of shares bought back : **NIL**

4. Securities which are convertible into Equity Shares : **NIL**

5. Aggregate Value of Calls unpaid by directors and officers : **NIL**

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Amount in Rupees Lakhs , unless otherwise stated)

3 DEFERRED TAX LIABILITIES (NET)		
Particulars	As at March 31, 2020	As at March 31, 2019
	Rs.	Rs.
a. Deferred Tax Liabilities		
Opening Balance	53.23	55.96
Other comprehensive income from investments	-	-
	53.23	55.96
b. Deferred Tax Assets		
Opening Balance		
Other comprehensive income from investments	63.27	2.73
	63.27	2.73
<b>Liabilities (Net)</b>	<b>-10.05</b>	<b>53.23</b>

4 CURRENT INVESTMENTS				
Particulars	As at March 31, 2020		As at March 31, 2019	
	Units	Rs.	Units	Rs.
<b>Investment in Mutual Fund at Fair Value through Other Comprehensive Income (FVOCI)</b>				
<b>Quoted, Fully Paid up</b>				
Axis Fixed Income Opportunity Direct - G	-	-	7,85,947	120.41
Baroda Pioneer Credit Opportunity Plan - G	-	-	406672	60.72
Hdfc Banking & Psu Debt - Direct -G	175619	29.56	775619	117.82
Hdfc Corporate Debt Opportunity Debt - G	-	-	7,44,424	118.21
Kotak Income Opportunity - Direct - G	-	-	5,54,213	119.10
Kotak Medium Term Direct -G	-	-	1481705	236.33
L&T Resurgent India Corporate Bond -G	-	-	1656643	233.59
Reliance Corporate Bond	-	-	7,70,042	118.15
Uti Income Opportunity Direct - G	-	-	332146	59.82
Irb Invnti Fund	10000	2.55	10000	6.67
Liquid Bees Fund	0.454	0.00	18.352	0.08
LKFL	10	100.00	-	-
Aditya Birla Sun Life Liquid Fund - Growth	31574.43	100.33	-	-
Hdfc Liquid Fund - Growth	2583.279	100.32	-	-
Axis Liquid Fund - Regular Growth	4573.028	100.34	-	-
Uti Liquid Cash Plan-Regular Regular Growth -Uti Lqd Cash Ip-Gr	3098.265	100.30	-	-
Uti CRF(SGR) D-Grow	332146.463	0.66	-	-
<b>Investment in Equity Instrument at Fair Value through Other Comprehensive Income (FVOCI)</b>				
<b>Quoted, Fully Paid up</b>				
Equity Shares of Rs. 10 each of ECONO TRADE (INDIA) LTD	772075	19.53	772075	71.57
Equity Shares of Rs. 2 each of Axis Bank Limited	224	0.85	-	-
Equity Shares of Rs. 2 each of Bank of Baroda Limited	5514	2.95	-	-
Equity Shares of Rs. 1 each of Bharat Electronic Limited	6000	4.46	-	-
Equity Shares of Rs. 10 each of Coal India Limited	2700	3.78	-	-
Equity Shares of Rs. 2 each of Federal Bank Limited	214	0.09	-	-
Equity Shares of Rs. 10 each of GAIL India Limited	5334	4.08	-	-
Equity Shares of Rs. 2 each of Housing Development Finance Corporation Limited	250	4.08	-	-
Equity Shares of Rs. 1 each of HDFC Bank Limited	10292	88.71	-	-
Equity Shares of Rs. 2 each of ICICI Bank Limited	470	1.52	-	-
Equity Shares of Rs. 10 each of IDFC First Bank Limited	174	0.04	-	-
Equity Shares of Rs. 10 each of Indusind Bank Limited	64	0.22	-	-
Equity Shares of Rs. 5 each of Infosind Limited	1200	7.68	-	-
Equity Shares of Rs. 10 each of Indian Oil Corporation Limited	4000	3.27	-	-
Equity Shares of Rs. 1 each of ITC Limited	2400	4.12	-	-
Equity Shares of Rs. 5 each of Kotak Mahindra Bank Limited	104	1.35	-	-
Equity Shares of Rs. 2 each of Larsen & Toubro Limited	375	3.03	-	-
Equity Shares of Rs. 5 each of Mahindra & Mahindra Limited	1000	2.85	-	-
Equity Shares of Rs. 5 each of Oil & Natural Gas Corporation Limited	4100	2.80	-	-
Equity Shares of Rs. 10 each of Power Grid Corporation Of India Limited	4000	6.36	-	-
Equity Shares of Rs. 2 each of Punjab National Bank Limited	124	0.04	-	-
Equity Shares of Rs. 10 each of RBL Bank Limited	50	0.07	-	-
Equity Shares of Rs. 10 each of Reliance Industries Limited	500	5.56	-	-
Equity Shares of Rs. 1 each of State Bank of India Limited	3436	6.76	-	-
Equity Shares of Rs. 1 each of Sun Pharmaceutical Industries Limited	1250	4.40	-	-
Equity Shares of Rs. 1 each of Tata Consultancy Service Limited	250	4.56	-	-
Equity Shares of Rs. 1 each of Vedanta Limited	3500	2.26	-	-
Equity Shares of Rs. 2 each of Yes Bank Limited	238	0.01	-	-
<b>Investment in Alternative Investment Fund at Fair Value through Other Comprehensive Income (FVOCI)</b>				
AVENDUS Future Leaders Fund		121.74		
IQ Startup Fund Alpha III		150.00		
Lending Kart Investment		100.93		
<b>Total Current Investments</b>		<b>1,092.18</b>		<b>1,262.47</b>
<b>Aggregate Amount of Quoted Investment - At Cost</b>		<b>1,137.90</b>		<b>154.30</b>
<b>Aggregate Amount of Quoted Investment - At Market Value</b>		<b>1,092.18</b>		<b>1,262.47</b>

5 CASH & CASH EQUIVALENTS		
Particulars	As at March 31, 2020	As at March 31, 2019
	Rs.	Rs.
Balance with Banks in Current accounts	1.70	3.38
Cash on hand	0.12	0.09
<b>Total</b>	<b>1.82</b>	<b>3.47</b>

6 OTHERS FINANCIALS ASSETS		
Particulars	As at March 31, 2020	As at March 31, 2019
	Rs.	Rs.
Others	48.30	200.17
<b>Total</b>	<b>48.30</b>	<b>200.17</b>

7 OTHERS CURRENT ASSETS		
Particulars	As at March 31, 2020	As at March 31, 2019
	Rs.	Rs.
Inter Corporate Deposit	253.60	6.90
Others	25.94	-
Advance other than Capital Advance	0.61	-
<b>Total</b>	<b>280.15</b>	<b>6.90</b>

9 OTHER EQUITY		
Particulars	As at March 31, 2020	As at March 31, 2019
	Rs.	Rs.
<b>Capital Reserve</b>		
Balance as per last year	12.76	12.76
Add: Appropriations From Current year's Profit	-	-
Balance at the end of the Year	12.76	12.76
<b>General Reserve</b>		
Balance as per last year	15.59	15.59
Add: Appropriations From Current year's Profit	-	-
Balance at the end of the Year	15.59	15.59
<b>Surplus in Statement of Profit &amp; Loss</b>		
Balance as per last year	27.17	47.70
Add: Profit after tax for the Year	4.18	-12.34
Gain \ (Loss) on Investments - Fare Value through OCI	-75.55	-10.92
Income Tax that will not be reclassified to Profit and Loss	-19.04	2.73
Gain \ (Loss) on Investments - Fare Value through OCI	274.77	
Income Tax that will be reclassified to Profit and Loss	-82.31	
Balance at the end of the Year	129.22	27.17
<b>Total</b>	<b>157.58</b>	<b>55.53</b>

10 NON CURRENT BORROWINGS		
Particulars	As at March 31, 2020	As at March 31, 2019
	Rs.	Rs.
<b>Unsecured</b>		
<b>Indian Rupee Term loan</b>		
From Directors	6.00	6.00
Intercompany Loans	158.00	145.00
<b>Total</b>	<b>164.00</b>	<b>151.00</b>

11 CURRENT BORROWINGS		
Particulars	As at March 31, 2020	As at March 31, 2019
	Rs.	Rs.
<b>Secured</b>		
<b>Indian Rupee Term loan</b>		
From Bank	-	179.41
<b>Total</b>	<b>-</b>	<b>179.41</b>

12 TRADE PAYABLES		
Particulars	As at March 31, 2020	As at March 31, 2019
	Rs.	Rs.
<b>Trade payable</b>		
Dues to Micro and Small Enterprises	-	-
Dues to other than Micro and Small Enterprises	3.97	3.41
<b>Total</b>	<b>3.97</b>	<b>3.41</b>

The following disclosure have been made on the information available with the Company, for suppliers who are registered as micro and small enterprises under 'MSMED Act, 2006'

Particulars	As at March 31, 2020	As at March 31, 2019
	Rs.	Rs.
Principal amount remaining unpaid to any supplier as at the end of accounting year	-	-
Interest due and remaining unpaid to any supplier as at the end of accounting year	-	-
Amount of interest paid by the Company in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
Amount of interest due and payable for the reporting period of delay in making payment (which have been paid but beyond	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
Amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of MSMED Act, 2006	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
This information is disclosed under the Micro, Small & Medium Enterprises Development Act, 2006 which has been determined to the extent such parties have been identified on the basis of the information available with the company.	-	-

13 OTHER CURRENT LIABILITIES		
Particulars	As at March 31, 2020	As at March 31, 2019
	Rs.	Rs.
Statutory liabilities	2.48	0.32
Other Current liabilities and payables	61.88	5.62
<b>Total</b>	<b>64.37</b>	<b>5.94</b>

14 CURRENT TAX LIABILITIES (NET)		
Particulars	As at March 31, 2020	As at March 31, 2019
	Rs.	Rs.
Income Tax Provisions (Net)	18.08	-
<b>Total</b>	<b>18.08</b>	<b>-</b>



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Amount in Rupees Lakhs , unless otherwise stated)

<b>15 OTHER INCOME</b>			
Particulars		Year Ended March 31, 2020	Year Ended March 31, 2019
		Rs.	Rs.
	Dividend Income	1.60	-
	Gain on Investment in Shares	-	0.78
	Interest Income	16.62	-
	Others	0.21	0.15
	Speculative Income from Futures & Options	20.95	
	Profit on Sales of Mutual Fund	23.87	
	<b>Total</b>	<b>63.25</b>	<b>0.93</b>
<b>16 EMPLOYEE BENEFITS EXPENSE</b>			
Particulars		Year Ended March 31, 2020	Year Ended March 31, 2019
		Rs.	Rs.
	Salaries, Wages & Bonus	0.96	0.36
	<b>Total</b>	<b>0.96</b>	<b>0.36</b>
<b>17 FINANCE COSTS</b>			
Particulars		Year Ended March 31, 2020	Year Ended March 31, 2019
		Rs.	Rs.
	Interest On Borrowings	30.43	3.23
	Bank & Other Charges	0.04	0.03
	<b>Total</b>	<b>30.47</b>	<b>3.26</b>
<b>18 OTHER EXPENSES</b>			
Particulars		Year Ended March 31, 2020	Year Ended March 31, 2019
		Rs.	Rs.
	Rent	1.12	1.08
	Advertisement Expense	-	1.43
	Auditors Remuneration	0.90	0.25
	Legal & Professional Expenses	4.47	6.54
	General Charges	0.42	0.35
	<b>Total</b>	<b>6.91</b>	<b>9.65</b>
<b>19 EARNING PER EQUITY SHARE</b>			
Particulars		Year Ended March 31, 2020	Year Ended March 31, 2019
		Rs.	Rs.
	Net Profit after tax attributable to Shareholders before Exceptional Items	4.18	-12.34
	Net Profit after tax attributable to Shareholders after Exceptional Item	4.18	-12.34
	Weighted average number of Equity Shares at the end of year.	<b>1,024.50</b>	<b>1,024.50</b>
	Nominal Value of Share	<b>10.00</b>	<b>10.00</b>
	Basic and diluted (before Exceptional Item) Earning per Share Rs.	<b>0.04</b>	<b>-0.12</b>
	Basic and diluted (after Exceptional Item) Earning per Share Rs.	<b>0.04</b>	<b>-0.12</b>

## NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in Rupees Lakhs , unless otherwise stated)

19	Payment to Auditors	March 31, 2020	March 31, 2019
	Audit fees	0.90	0.25
	Taxation matters	0.10	-
	Out of pocket expenses	-	-
	Others (Certification work)	-	-
	<b>Total</b>	<b>1.00</b>	<b>0.25</b>

**20 Contingent Liabilities**

Details of contingent liabilities are as under:

Particulars	March 31, 2020	March 31, 2019
Outstanding Tax Matters: Demand U/s 143(3) r.w.e. 147 of the Income Tax Act for A.Y.2017-18 against which Appeal filed by company and matter is pending before CIT (Appeals).	1,159.13	-

**21 Segment Reporting**

The Company operates in a single segment and in line with Ind AS - 108 - "Operating Segments", which is considered to be the only reportable business segment.

**22 Related Party Disclosures and Their Relatives**

Related Party Disclosures as required by Accounting Standard Ind AS 24 issued by Institute of Chartered Accountants of India are given below:

**1 Related Parties and Nature of Relationship**

a) The Enterprises in which Key Managerial Personnel (KMP) and their relatives have significant influence:

Nil

**b) Key Management Personnel:**

Hanif Kasambhai Shekh	Managing Director
Kasambhai Umarbhai Shekh	Director & Chief Financial Officer
Shekh Hasina Kasambhai	Director
Ami Naynesh Kothari	Company Secretary (Appointed w.e.f :- 01.07.2020)
Solanki Ashvinbhai Naranbhai	Director
Solanki Nitaben Ashvinbhai	Director
Jyoti Sureshbhai Kantariya	Director
	Company Secretary

(ii) Transactions during the period and balances outstanding with related parties are as under:

Transactions with related parties during the year:

Name of related party	Nature of Transaction	March 31, 2020	March 31, 2019
Vaishakhi Ambrishbhai Shukla	Remuneration	0.48	0.36

**(iii) Balances outstanding at each reporting date:**

Name of party	Nature of Amount	March 31, 2020	March 31, 2019
Vaishakhi Ambrishbhai Shukla	Key Managerial Person (Company Secretary)	0.05	-
Kasambhai Umarbhai Shekh	Key Managerial Person (Company Secretary)	-6.00	-6.00

Note: Figures in bracket denotes credit balance.

**23 Financial Risk Management - Objectives and Policies**

The Company's financial liabilities comprise other than derivatives mainly of borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets, other than derivatives, include trade and other receivables, other balances with banks, loans, investments and cash and cash equivalents that arise directly from its operations.

The Company's activities are exposed to Credit risk, Market risk and Liquidity risk.

The Board of directors of the Company are overall responsible for the establishment and oversight of the company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the company's activities.

The Company's audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

**Credit Risk**

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivables from customers and loans. The carrying amounts of financial assets represent the maximum credit risk exposure.

**Trade receivables and Loans , Advances**

The company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base. The company has established a credit policy under which each new customer is analyzed individually for creditworthiness before the company's standard payment and delivery terms and conditions are offered. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the management of the company.

Confirmation of balances from Debtors & Loans and Advances have not been received and the same is subject to

**Cash and cash equivalents**

The company holds cash and cash equivalents of Rs. 1.82/- at March 31, 2020 (March 31, 2019: Rs. 1.82) The cash and cash equivalents are held with bank and cash on hand.

**Liquidity Risk**

Liquidity risk is the risk that the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation. The company uses process costing to cost its products, which assists it in monitoring cash flow requirements and optimizing its cash return on investments.

### Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

### Investment Price Risk

The company's exposure to price risk arises from investments in equity and mutual fund held by the company and classified in the balance sheet at fair value through other comprehensive income. To manage its price risk arising from investments, the company diversifies its portfolio.

### Sensitivity Analysis

The table below summarises the impact of increase/decrease of the index on the company's equity and profit for the period. The analysis is based on the assumption that the price of the instrument has increased by 3% or decreased by 3% with all other variables held constant.

Impact on Other Comprehensive Income - OCI	Movement in Rate	Impact on OCI	
		2019-20	2018-19
Mutual Funds (Quoted)	3%	16.02	26.44
Mutual Funds (Quoted)	-3%	-16.02	-26.44
Equity Shares (Quoted)	3%	5.56	1.59
Equity Shares (Quoted)	-3%	-5.56	-1.59

### Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the company's position with regards to the interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The company is not exposed to significant interest rate risk as at the specified reporting date.

## 24 Capital Management

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirement of the company. The company monitors capital using gearing ratio, which is net debt divided by total equity plus debt.

(Rs. In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Borrowings	164.00	330.41
Less : Cash & Cash Equivalents Including investment in Liquid Fund.	-1.82	-3.47
Net Debt (A)	162.18	326.94
Total Equity	1,182.08	1,080.03
Equity and Net Debt (B)	1,344.25	1,406.97
Gearing Ratio (A/B)	0.12	0.23

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest bearing loans and borrowing in the current period.

## 25 Financial Instruments - Fair Values & Risk Management

### Accounting Classifications & Fair Value Measurements

The fair values of the financial assets and liabilities are measured at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

All financial instruments are initially recognized and subsequently re-measured at fair value as described below :

1	The fair value of investment in quoted equity shares and mutual funds is measured at quoted price or NAV.
2	Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
3	Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.
4	The fair value of forward foreign exchange contracts and currency swaps is determined using forward exchange rates and yield curves at the balance sheet date.

The company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

Level 1 : Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 : Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

As at 31st March, 2020	Carrying Amount				Fair Value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>								
Investments - Non Current	-	1,092.18	-	1,092.18	1,092.18	-	-	-
Cash and Cash Equivalents	-	-	1.82	1.82	-	-	-	-
Other Current Financial Assets	-	-	48.30	48.30	-	-	-	-
<b>Total Financial Assets</b>	-	<b>1,092.18</b>	<b>50.12</b>	<b>1,142.30</b>	<b>1,092.18</b>	-	-	-
<b>Financial Liabilities</b>								
Non - Current Borrowings	-	-	164.00	164.00	-	-	-	-
Current Borrowings	-	-	-	-	-	-	-	-
Trade Payables	-	-	3.97	3.97	-	-	-	-
Other Current Financial Liability	-	-	64.37	64.37	-	-	-	-
<b>Total Financial Liabilities</b>	-	-	<b>232.33</b>	<b>232.33</b>	-	-	-	-

As at 31st March, 2020	Carrying Amount				Fair Value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>								
Investments - Non Current	-	1,262.47	-	1,262.47	1,262.47	-	-	-
Cash and Cash Equivalents	-	-	3.47	3.47	-	-	-	-
Other Current Financial Assets	-	-	200.17	200.17	-	-	-	-
<b>Total Financial Assets</b>	-	<b>1,262.47</b>	<b>203.64</b>	<b>1,466.11</b>	<b>1,262.47</b>	-	-	-
<b>Financial Liabilities</b>								
Non - Current Borrowings	-	-	151.00	151.00	-	-	-	-
Current Borrowings	-	-	179.41	179.41	-	-	-	-
Trade Payables	-	-	3.41	3.41	-	-	-	-
Other Current Financial Liability	-	-	5.94	5.94	-	-	-	-
<b>Total Financial Liabilities</b>	-	-	<b>339.76</b>	<b>339.76</b>	-	-	-	-

## 26 Impact of COVID 19 Pandemic:

The Company has assessed the probable impact of covid 19 pandemic. It has considered internal and external information available up to the date of approval of these financial results and has performed analysis based on current estimates in assessing the recoverability of its assets including trade receivables, inventories, other financial and non-financial assets for possible impact on these financial results. The Company has also assessed the impact of this whole situation on its capital and financial resources, profitability, liquidity position, etc. On the basis of its present assessment and current indicators of future economic conditions, the Company expects to recover the carrying amounts of these assets and does not anticipate any material impact on these financial results. However, the assessment of Impact of COVID-19 is a continuing process, given the uncertainties associated with its nature and duration. The company will continue to monitor any material changes to future economic condition.

## 27 Recent Indian Accounting Standards (Ind AS)

As at the date of issue of financial statements, there are no new standards or amendments which have been notified by the MCA but which have not yet been adopted by the Company. Hence, the disclosure is not applicable.

**28 Subsequent Events:**

Subsequent to Balance Sheet Date, there are no events occurred which require disclosure or adjustments in the financial statements.

**29** Previous year's figures have been regrouped/re-arranged/recasted, wherever necessary, so as to make them comparable with current year's figures.

As per our Report of even date attached.

**For, H S K & Co.,**  
Chartered Accountants  
Firm Regd. No.117014W  
Partner  
Membership No. 115947

Place : Ahmedabad  
Date : 30/07/2020

For and on behalf of the Board of Directors  
**Robert Resources Limited**

<b>Hanif Shekh</b>	<b>Hasina Shekh</b>
Managing Director	Director
<b>DIN:07497812</b>	<b>DIN : 07733184</b>

<b>Kasam Shekh</b>	<b>Ami Kothari</b>
Chief Financial Officer	Company Secretary

Place: Bhavnagar  
Date : 30/07/2020

**Significant Accounting policies and other Explanatory information to the Standalone Financial Statement for the Financial year ended on 31<sup>st</sup> March, 2020.****1. Company Information**

Robert Resources Limited (the 'Company') is a public limited Company domiciled in India with its registered office at 3<sup>rd</sup> Floor , Plot No 1067 , Opp Bindu Nivas , Kaliyabid Road, Bhavnagar Gujarat - 364001 (India). The equity shares of the Company are listed on Metropolitan Stock Exchange Limited (MSE).

The Company is principally engaged in the business of Financial Service , Investment , Trading in Shares, Mutual Fund, Other Security.

The financial statements as at March 31, 2020 present the financial position of the Company.

The financial statements for the year ended March 31, 2020 were approved by the Board of Directors and authorized for issue on July 30, 2020.

**2. Significant Accounting Policies****2.1 Basis of Preparation of Financial Statements**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented.

**(i) Compliance with Ind-AS**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

**(ii) Basis of Preparation and presentation**

The financial statements have been prepared and presented on the going concern basis and at historical cost basis considering the applicable provisions of Companies Act 2013, except for the following items that have been measured at fair value as required by relevant IND AS.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

- a) Certain financial assets/liabilities measured at fair value (refer accounting policy regarding financial instruments) and
- b) Any other item as specifically stated in the accounting policy.

**(iii) Functional and Presentation Currency**

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.



**(iv) Classification of Assets and Liabilities as Current and Non- Current**

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle, and other criteria set out in Schedule III of the Companies Act, 2013. Based on the nature of products and the time lag between the acquisition of assets for processing and their realisation in cash and cash equivalents, 12 months period has been considered by the Company as its normal operating cycle.

**(iv) Rounding off amounts**

The financial statements are presented in INR and all values are rounded to the nearest Lakhs (INR 1,00,000) as per the requirement of Schedule III, unless otherwise stated.

**2.2 Key accounting estimates & judgements**

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable.

**2.2.1 Critical accounting estimates**

- a. Useful lives and residual values of Property, plant and equipment represent a material portion of the Company's asset base. The periodic charge of depreciation is derived after estimating useful life of an asset and expected residual value at the end of its useful life. The useful lives and residual values of assets are estimated by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on various external and internal factors including historical experience, relative efficiency and operating costs and change in technology.
- b. **Income taxes**  
The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes including amounts to be recovered or paid for uncertain tax positions. Management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.
- c. **Defined benefit obligations**  
Defined benefit obligations are measured at fair value for financial reporting purposes. Fair value determined by actuary is based on actuarial assumptions. Management judgement is required to determine such actuarial assumptions. Such assumptions are reviewed annually using the best information available with the Management.
- d. **Contingencies**  
In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognised.

**2.3 Property, Plant and Equipment (PPE)**

These tangible assets are held for use in production, supply of goods or services or for administrative purposes. Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment losses except for freehold land which is not depreciated. Cost includes purchase price after deducting trade discount/rebate, import duties, non-refundable taxes, Net of GST input credit wherever

applicable, cost of replacing the component parts, borrowing costs and other directly attributable cost of bringing the asset to its working condition in the manner intended by the management.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

The cost of an item of PPE is recognised as an asset if, and only if, it is probable that the economic benefits associated with the item will flow to the Company in future periods and the cost of the item can be measured reliably. Expenditure incurred after the PPE have been put into operations, such as repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred.

#### **De-recognised upon disposal**

An item of PPE is derecognised on disposal or when no future economic benefits are expected from use or disposal. Any gain or loss arising on derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss when asset is derecognised.

#### **Depreciation**

The depreciable amount of an asset is determined after deducting its residual value. Where the residual value of an asset increases to an amount equal to or greater than the asset's carrying amount, no depreciation charge is recognized till the asset's residual value decreases below the asset's carrying amount. Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the intended manner. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale in accordance with IND AS 105 and the date that the asset is derecognised.

The Company depreciates its property, plant and equipment (PPE) over the useful life in the manner prescribed in Schedule II to the Act. Management believes that useful life of assets are same as those prescribed in Schedule II to the Act,

The assets residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### **2.4 Intangible assets**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

#### **2.5 Leases**

Effective from April 1, 2019, the Company adopted Ind AS 116 – Leases and applied the standard to all lease contracts existing as on April 1, 2019 using the modified retrospective method on the date of initial application i.e. April 1, 2019.

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the lease are recognized payments associated with these leases as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

Lease term is a non-cancellable period together with periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently amortised using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be amortised over the useful life of the underlying asset. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments to be paid over the lease term at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. Subsequently, the lease liability is measured at amortised cost using the effective interest method

## **2.6 Borrowing Cost**

Borrowing cost includes interest expense, amortisation of discounts, ancillary costs incurred in connection with borrowing of funds and exchange difference, arising from foreign currency borrowings, to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are attributable to the acquisition or construction or production of a qualifying asset are capitalised as part of the cost of such asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing cost are recognised in the Statement of Profit and Loss in the period in which they are incurred.

### 2.7 Impairment of Assets

At the end of each reporting period, the Company reviews the carrying amounts of its PPE and other intangible assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit (CGU) to which the asset belongs. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The resulting impairment loss is recognised in the Statement of Profit and Loss. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Where an impairment loss subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or CGU in prior years. A reversal of an impairment loss is recognised in the Statement of Profit and Loss.

### 2.8 Government Grants

Government grants are recognized when there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received. When the grant relates to an expense item, it is recognised in the Statement of Profit and Loss by way of a deduction to the related expense on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income on a systematic basis over the expected useful life of the related asset.

### 2.9 Taxes

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

#### a) Current Tax

Current tax includes provision for Income Tax computed under Special provision (i.e., Minimum alternate tax) or normal provision of Income Tax Act. Tax on Income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments/appeals.

#### b) Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences.

Deferred tax assets are generally recognised for all deductible temporary differences, unabsorbed losses and unabsorbed depreciation to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unabsorbed losses and unabsorbed depreciation can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

**c) Minimum Alternate Tax (MAT):**

MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised, it is credited to the Statement of Profit and Loss and is considered as (MAT Credit Entitlement). The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period. Minimum Alternate Tax (MAT) Credit are in the form of unused tax credits that are carried forward by the Company for a specified period of time, hence, it is presented as Deferred Tax Asset.

## **2.10 Employees Benefits**

**a) Employee Benefits**

All employee benefits payable wholly within twelve months of rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., are recognized during the period in which the employee renders related services and are measured at undiscounted amount expected to be paid when the liabilities are settled.

**b) Post-employment obligations**

The Company have the following post-employment schemes:

- (i) Defined benefit plans such as gratuity and;
- (ii) Defined contribution plans such as provident fund.

**(i) Defined benefit plans-Gratuity obligations**

The liability or assets recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligations at the end of the reporting period less the fair value of plan assets.

The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Re-measurement gains and losses arising from experience adjustments and change in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

**(ii) Defined contribution plans**

The Company pays provident fund contributions to publicly administered funds as per local regulations when liability to pay arise . The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due.

**2.11 Provisions, Contingent Liability and Contingent Assets**

Disputed liabilities and claims against the company including claims raised by fiscal authorities (e.g. Sales Tax, Income Tax, Excise, GST etc.) pending in appeal / court for which no reliable estimate can be made and or involves uncertainty of the outcome of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in notes to accounts. However, present obligation as a result of past event with possibility of outflow of resources, when reliable estimation can be made of the amount of obligation, is recognized in accounts in terms of discounted value, if the time value of money is material using a current pre-tax rate that reflects the risk specific to the liability. No contingent asset is recognized but disclosed by way of notes to accounts.

**2.12 Revenue Recognition**

Effective April 1, 2018, the Company has applied Ind AS 115 “Revenue from Contracts with Customers”, which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. Ind AS 115 replaces Ind AS 18 “Revenue”. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration

received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government such as Goods and Services Tax, etc.

**Rendering of Services**

Revenue from rendering of services is recognized as per the terms of the contract with customers when related services are performed and when the outcome of the transactions involving rendering of services can be estimated reliably.

**Dividend Income**

Dividend Income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

**Interest Income**

Interest Income on financial assets measured at amortised cost is recognised on a time-proportion basis using the effective interest method.

**Other Income**

Other income is recognised when no significant uncertainty as to its determination or realisation exists.

**2.13 Cash Flows and Cash and Cash Equivalents**

Statement of cash flows is prepared in accordance with the indirect method prescribed in the IND AS 7. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cheques and drafts on hand, deposits held with Banks, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and book overdrafts. However, Book overdrafts are shown within borrowings in current liabilities in the balance sheet for the purpose of presentation

**2.14 Earnings per share****(i) Basic earnings per share**

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

**(ii) Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after 'income-tax' effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**2.15 Segment Reporting**

Based on "Management Approach" as defined in IND AS 108 – Operating Segments, the Management evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators by business segments.



The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

**2.16 Foreign Currency Transactions**

In preparing the financial statements of the Company, transactions in foreign currencies, other than the Company's functional currency are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the rate prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency, are not retranslated.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which these arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and
- exchange differences on transactions entered into in order to hedge certain foreign currency risks.

**2.17 Events occurring after the balance sheet date**

Assets and liabilities are adjusted for events occurring after the reporting period that provides additional evidence to assist the estimation of amounts relating to conditions existing at the end of the reporting period.

Dividends declared by the Company after the reporting period are not recognized as liability at the end of the reporting period. Dividends declared after the reporting period but before the issue of financial statements are not recognized as liability since no obligation exists at that time. Such dividends are disclosed in the notes to the financial statements.

**2.18 Financial Instruments****i. Recognition and initial measurement**

All financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

**ii. Classification and subsequent measurement*****Financial assets***

On initial recognition, a financial asset is classified as measured at

- amortized cost;
- Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or
- Fair Value Through Profit and Loss (FVTPL)



Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

**Financial liabilities**

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in profit or loss

**De-recognition****Financial assets**

The company de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

**Financial liabilities**

The company de-recognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The company also de-recognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial

liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

**Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.