

# ANNUAL REPORT | 2022 - 2023

**RADO** TYRES LIMITED

CIN: U25111KL1986PLC004449





**RADO** TYRES LIMITED

## BOARD OF DIRECTORS

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- ▶ Mr. V. V. AUGUSTINE
- ▶ Mr. V. VENUGOPAL
- ▶ Mr. JOHN M. JOHN
- ▶ Dr. C. K. BALAN
- ▶ Mr. ROOPESH RAJAN
- ▶ Mr. KURIAN JOSEPH
- ▶ Mr. SAJISH GEORGE

## MANAGER

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- ▶ Ms. DIPTI AMOL SHIRODKAR

## CHIEF FINANCIAL OFFICER

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- ▶ Mr. SANJAY BHATIA

## COMPANY SECRETARY

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- ▶ Ms. SMITA CHOWDHURY

## AUDITORS

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- ▶ M/s. G. JOSEPH & ASSOCIATES  
CHARTERED ACCOUNTANTS, COCHIN - 682 016

## REGISTRARS AND TRANSFER AGENTS

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- ▶ NSDL DATABASE MANAGEMENT LIMITED , 4<sup>TH</sup> FLOOR, TRADE WORLD A WING, KAMALA MILLS COMPOUND, SENAPATI BAPAT MARG, LOWER PAREL, MUMBAI - 400 013

## BANKERS

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- ▶ THE FEDERAL BANK LIMITED, M.G. ROAD, ERNAKULAM - 682 011

## REGISTERED OFFICE

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- ▶ BUILDING NO. 39/3B-3B1, OPP. KRISHNA HOSPITAL, CHITTOOR ROAD, ERNAKULAM, KERALA- 682 011, INDIA.  
CIN: U25111KL1986PLC004449



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## NOTICE

NOTICE is hereby given that the 37<sup>th</sup> Annual General Meeting of Rado Tyres Limited will be held on Wednesday, September 20, 2023 at 3.00 p.m. (IST) via Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following business:-

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Roopesh Rajan (DIN: 03364768) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Kurian Joseph (DIN: 09573894) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. John M. John (DIN: 00584201), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
5. To consider and, if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made thereunder (including any amendment(s), modification(s), or variation(s) thereto) and the recommendations of the Audit Committee and Board of Directors, the appointment of M/s. G. Joseph and Associates, Chartered Accountants (Firm Registration Number: 006310S), as Statutory Auditors of the Company be and is hereby re-appointed, to hold office from the conclusion of the Thirty-Seventh Annual General Meeting till the conclusion of Forty-Second Annual General Meeting to be held in the year 2028, for a term of 5 (five) consecutive years at such remuneration plus reimbursement of out of pocket expenses as may be incurred by them in connection with the audit of accounts of the Company, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors (based on the recommendation of the Audit Committee) be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution."

Under the Authority of the Board of Directors,

Smita Chowdhury  
Company Secretary  
(M.No. – ACS – 30227)

Date: July 18, 2023

Rado Tyres Limited  
CIN: U25111KL1986PLC004449  
Registered Office:  
Building No. 39/3b-3b1, Opp. Krishna Hospital,  
Chittoor Road, Ernakulam Kerala - 682 011, India.

## Notes:

1. Pursuant to the General Circulars 10/2022, 02/2022, 21/2021, 20/2020, and other circulars issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), the companies are permitted to conduct the Annual General Meeting ('AGM') during the calendar year 2023 through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), dispensing the requirement of physical presence of the Members at the meeting venue. In compliance with the provisions of the Companies Act, 2013 ('the Act') and the MCA Circulars, the AGM of the Company is being held through VC / OAVM and the proceedings of which shall be deemed to be conducted at the Registered Office of the Company at Building No. 39/3b-3b1, Opp. Krishna Hospital, Chittoor Road, Ernakulam Kerala - 682 011, India. The detailed procedure for participating in the meeting through VC / OAVM is mentioned below.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip including route map are not annexed to this Notice. However, the Body Corporates, if any are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting. Pursuant to Section 113 of the Act, Corporate members are requested to send certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend the AGM of the Company through e-mail at [rado.ho@ceat.com](mailto:rado.ho@ceat.com).  
In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company and attending the meeting will be entitled to vote on the resolutions.
3. The Members can join this AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on first come first served basis. This will not include large Shareholders / Members (Shareholders / Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The Company at its meeting held on September 26, 2018 appointed M/s. G. Joseph & Associates as the Statutory Auditors of the Company for a period of 5 (five) consecutive years from the conclusion of the 32<sup>nd</sup> AGM of the Company till the conclusion of 37<sup>th</sup> AGM to be held in this year 2023. Accordingly, an item for appointment of M/s. G. Joseph and Associates, Chartered Accountants (Firm Registration Number: 006310S) as the Statutory Auditors of the Company for a term of 5 (five) years is being placed at the ensuing AGM for approval of the Members at Item no. 5 of this AGM notice.
5. Pursuant to the provisions of Section 152 of the Act and the rules made thereunder and Articles of Association of the Company, Mr. Roopesh Rajan (DIN: 03364768), Mr. Kurian Joseph (DIN: 09573894) and Mr. John M. John (DIN: 00584201) Directors of the Company retire by rotation and being eligible offer themselves for re-appointment.
6. Brief details of the Directors who are seeking appointment are provided in the Notice as provided under Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India.
7. To avoid fraudulent transactions, the identity / signature of the Members holding shares in electronic form is verified with the specimen signatures furnished by NSDL / CDSL and that of Members holding shares in physical form is verified as per the records of the Registrars and Transfer Agents of the Company. Members are requested to keep the same updated.
8. The Annexure to notice setting out details relating to Item No. 5 to be taken at the AGM is appended hereto.
9. In case of any query relating to Financial Statements or matters to be placed at the AGM, Members are requested to write to the Company through e-mail at [rado.ho@ceat.com](mailto:rado.ho@ceat.com) at an early date. The same will be replied by the Company suitably.



10. Pursuant to Section 72 of the Act, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company. In respect of shares held in electronic form, the Members may please contact their respective Depository Participant.
11. Pursuant to second proviso of Section 47 of the Act, where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the company. As the Company has not paid dividend to its preference shareholders, the preference shareholders have the right to vote in all the resolutions placed before the Company.
12. The Members holding shares in the same name or in the same order of names, under different folios are requested to notify the relevant details of the said holdings to the Company for consolidation of their shareholding into single folio to help us serve you better. Members are also requested to get their signatures updated if not done already.
13. Pursuant to the MCA notification dated September 10, 2018 for dematerialization of shares of unlisted public companies, the Company has appointed National Securities Depository Limited as Depository and NSDL Database Management Limited as the Registrars and Transfer Agents of the Company. The Members may note all unlisted public companies are required to transfer its securities only in demat form on or after October 2, 2018. Hence, Members are requested to kindly get their shares dematerialized.
14. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their KYC details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail IDs, contact numbers, etc., to their Depository Participant. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
15. Members holding shares in physical form are requested to intimate any such changes to their KYC details to the registered office of the Company and at the e-mail ID of the Company at [rado.ho@ceat.com](mailto:rado.ho@ceat.com) in order to update their signature, PAN card, bank account and other details in the Company's records to ensure the KYC compliance of the shares held by such Member.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at this AGM.
17. In terms of Sections 101 and 136 of the Act, read together with the Rules made thereunder, companies may send the notice of AGM and the Annual Report, including Financial Statements, Board's Report etc. by electronic mode. In compliance with the provisions of the Act and aforesaid MCA.
18. Pursuant to the MCA Circulars, notice of the 37<sup>th</sup> AGM along with the Annual Report for FY 2022-23 is being sent only through electronic mode to those Members whose e-mail IDs are registered with the Company / Depositories. Members may note that the Notice of the 37<sup>th</sup> AGM and Annual Report for FY 2022-23 will also be available on [www.radotyreslimited.com](http://www.radotyreslimited.com) under the tab 'Investors' and on the website of Central Depository Services (India) Limited ('CDSL') (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com) for download by the Members.
19. To receive Members communications through electronic means, including Annual Reports and Notices, Members are requested to kindly register / update their e-mail ID with their respective Depository Participant, where shares are held in electronic form. If, however, shares are held in physical form, Members are advised to register their e-mail ID with the Registrars and Share Transfer Agents of the Company or the Company at [rado.ho@ceat.com](mailto:rado.ho@ceat.com)
20. Relevant documents referred to in this Notice and the following statutory registers will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to the Company at [rado.ho@ceat.com](mailto:rado.ho@ceat.com)

- i. Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act.
  - ii. Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act.
21. For ease of conduct, Members who would like to ask questions / express their views on the items of the businesses to be transacted at the meeting can send in their questions / comments in advance registering their name with the Company by sending an e-mail on [rado.ho@ceat.com](mailto:rado.ho@ceat.com) during the period starting from Tuesday, September 12, 2023 (9.00 a.m.) (IST) up to Wednesday, September 13, 2023 (5.00 p.m.) (IST) mentioning their name, demat account no. / folio no., e-mail ID, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
22. The attendance of the Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
23. Instructions for Members attending the AGM through VC / OAVM are as under:
- i. Members will be provided with a facility to attend this AGM through VC / OAVM through the CDSL e-voting system. Members may access the same as per the e-voting instructions given below. The link for VC / OAVM will be available in Shareholders / Members login where the EVSN of Company will be displayed.
  - ii. Members are encouraged to join the Meeting through Laptops / iPad for better experience.
  - iii. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
  - iv. Please note that participants connecting via mobile devices / tablets or through laptop connecting using mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.
  - v. Members who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance, during the period starting from Tuesday, September 12, 2023 (9.00 a.m.) (IST) up to Wednesday, September 13, 2023 (5.00 p.m.) (IST) mentioning their name, demat account number / folio number, e-mail ID, mobile number to the Company at Company's e-mail ID [rado.ho@ceat.com](mailto:rado.ho@ceat.com). The Members who do not wish to speak during the AGM but have queries, may send their queries during the period starting from Tuesday, September 12, 2023 (9.00 a.m.) (IST) up to Wednesday, September 13, 2023 (5.00 p.m.) (IST) mentioning their name, demat account number / folio number, e-mail ID, mobile number to the Company at Company's e-mail ID [rado.ho@ceat.com](mailto:rado.ho@ceat.com). These queries will be replied to, by the Company by e-mail.
  - vi. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
24. Voting on resolutions: Pursuant to Section 108 of the Act, read with the Rules made thereunder and MCA Circulars the Company is pleased to provide the facility to Members to exercise their right to vote through electronic means (Remote e-voting), on all the resolutions set forth in this Notice. The e-voting period will commence at 9.00 a.m. (IST) on Sunday, September 17, 2023 and will end on Tuesday, September 19, 2023 at 5.00 p.m. (IST). The Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of this AGM will be provided by CDSL.
25. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 13, 2023. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as on the cut-off date, may obtain the login credentials by sending a request to the Company at [rado.ho@ceat.com](mailto:rado.ho@ceat.com).

## 26. Remote e-voting

### THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on Sunday, September 17, 2023 at 9.00 a.m. (IST) and ends on Tuesday, September 19, 2023 at 5.00 p.m. (IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 13, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Members who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- iii. The Board of Directors have appointed Mr. CS Puzhankara Sivakumar, Managing Partner (Membership No. FCS 3050, COP No.2210), failing him Mr. CS Syam Kumar R, Partner (Membership No. F6086, COP No. 25735) failing him Ms. CS Jinu Mathen, Partner (Membership No. F12280, COP No. 26479) of SEP & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Members.
- v. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- vi. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

<b>Type of Shareholders</b>	<b>Login Method</b>
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting, you can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> </ol>

Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free No.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

Particulars	For Physical shareholders and other than individual shareholders holding shares in Demat.
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>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA</li> </ul>

<p><b>Bank Details OR Date of Birth (DOB)</b></p>	<p>Enter the Bank Details or Date of Birth (in dd/mm/yyyy format as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>
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- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for RADO TYRES LIMITED on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [rado.ho@ceat.com](mailto:rado.ho@ceat.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
8. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

## **General Instructions**

- i. The Board of Directors have appointed Mr. CS Puzhankara Sivakumar, Managing Partner (Membership No. FCS 3050, COP No.2210), failing him Mr. CS Syam Kumar R, Partner (Membership No. F6086, COP No. 25735) failing him Ms. CS Jinu Mathen, Partner (Membership No. F12280, COP No. 26479) of SEP & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- ii. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

- iii. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website: [www.radotyreslimited.com](http://www.radotyreslimited.com) and on the website of CDSL's e-voting. The results shall also be displayed on the Notice Board at the registered office of the Company.
- iv. This AGM is being convened through VC / OAVM in compliance with applicable provisions of the Act read with MCA Circulars.

## ANNEXURE TO THE NOTICE

As regards the re-appointment of Statutory Auditors referred in item no. 5 of the Notice, following necessary disclosures are made for the information of the Members:

### Item No. 5 of the Notice:

M/s. G. Joseph and Associates, Chartered Accountants (Firm Registration Number: 006310S) have been the Statutory Auditors of the Company since their appointment at the Annual General Meeting ('AGM') held on September 26, 2018 for a term of 5 (five) years, to hold office till the conclusion of 37<sup>th</sup> AGM of the Company to be held in this ensuing AGM, in accordance with the provisions of Section 139 (1) of the Companies Act, 2013 and the Rules made thereunder. Pursuant to provisions of Section 139 (2) of the Act, M/s. G. Joseph and Associates, Chartered Accountants are eligible for re-appointment as Statutory Auditor for a further term of 5 (five) consecutive years from the conclusion of this ensuing AGM.

Accordingly, the Board of Directors based on the recommendations of the Audit Committee proposed the re-appointment of M/s. G. Joseph and Associates, Chartered Accountants (Firm Registration Number: 006310S) as Statutory Auditors of the Company. M/s G. Joseph and Associates vide their letter dated April 19, 2023 informed the Company that their re-appointment, if made shall be in compliance with the provisions of Sections 139, 141, and 144 of the Act and Companies (Audit and Auditors) Rules, 2014.

The Board of Directors recommends the re-appointment of M/s. G. Joseph and Associates Chartered Accountants (Firm Registration Number: 006310S) as the Statutory Auditors of the Company for a term of 5 (five) years to hold the office from the conclusion of the Thirty- Seventh Annual General Meeting till the Forty-Second Annual General Meeting of the Company, to be held in the year 2028.

None of the Directors or Key Managerial Personnel of the Company, or their relatives is, in any way concerned with or interested whether financially or otherwise, in the resolution set out in the Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 5. of the Notice for approval of the Members.

Under the Authority of the Board of Directors,

Smita Chowdhury  
Company Secretary  
(M No. ACS 30227)

Date: July 18, 2023

Rado Tyres Limited  
CIN: U25111KL1986PLC004449

Registered Office:  
Building No. 39/3b-3b1, Opp. Krishna Hospital,  
Chittoor Road, Ernakulam Kerala - 682 011, India



## BOARD'S REPORT

To

The Members of Rado Tyres Limited

Your Directors are pleased to present their Thirty-Seventh Annual Report together with the Audited Financial Statements of the Company for the year ended March 31, 2023.

### FINANCIAL SUMMARY

₹. In Lakhs

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
Income	24.75	20.09
Operating Expenditure	16.85	18.63
Operating Profit (PBDIT)	7.90	1.46
Depreciation	0.02	0.02
Profit / (Loss) before exceptional item	7.88	1.44
Profit / (Loss) after exceptional item	7.88	1.44

In the preparation of financial statements, no treatment different from that prescribed in the relevant Accounting Standards have been followed.

### OPERATIONS / STATE OF THE COMPANY'S AFFAIRS

As reported previously, the Company had to suspend its tyre manufacturing activity from March 20, 2017 consequent to withdrawal of the Panchayat Licence alleging that some dust particles had emanated from the Boiler Chimney at start-up of the Boiler. This was despite the fact that the Company was running with all pollution control measures and with valid licence issued by the Pollution Control Board. Consequent to this disruption leading to the inability of the Company to meet its commitments of agreed production, CEAT Limited decided to terminate its Conversion Agreement with the Company effective June 9, 2017. Further, to reduce losses and fixed cost, a Voluntary Retirement Scheme ('VRS') was offered and all employees including officers but excluding the Key Managerial Personnel ('KMPs') opted for VRS and were relieved from the roles of the Company in November 2017 after full settlement. Alternate efforts were made to give the factory on lease if there were any interested parties and accordingly the Company had published advertisements to this effect in leading newspapers on November 11, 2017 and February 4, 2018. However, no serious contenders approached the Company to operate the factory on lease basis.

As recommending the factory was not a feasible option, the Board of Directors decided to approach the Government and applied in Form Q 'Notice of closure by an employer under Section 25-FFA of the Industrial Disputes Act, 1947 to Government of Kerala on July 5, 2018 and received an order from Labour and Skills (A) Department, Government of Kerala dated October 6, 2018, granting permission under Section 25(O)(2) of the Industrial Disputes Act, 1947 to close the Factory of the Company located at Nellikuzhi, Aluva Munnar Road, Near Kothamangalam 686 691, Subject to conditions laid down in the Industrial Disputes Act, 1947.

After receiving offers from prospective buyers for the sale of its non-current assets viz. Building, Machinery and spare parts at its factory at Nellikuzhi, Aluva Munnar Road, near Kothamangalam 686 691 and after obtaining the approval from the Members at the 34th Annual General Meeting held on August 12, 2020, the Company sold its non-current assets viz. Building, Machinery and spare parts, during the FY 2020-21.

### CHANGE IN THE NATURE OF BUSINESS

During the year under review, there was no change in the nature of the business.

## TRANSFER TO RESERVE

No amount was transferred to reserves, during the Financial Year 2022-23.

## DIVIDEND

As the Company does not have any distributable profits, no dividend is recommended by the Board.

## MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments, except as disclosed in Financial Statements, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the Financial Statements relate and the date of this Report.

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

Since the plant has not been operating from March 20, 2017, a statement giving details of conservation of energy, technology absorption, foreign exchange earnings and outgo, in accordance with Section 134(3)(m) of the Companies Act, 2013 ('the Act') read with Rule 8 of the Companies (Accounts) Rules, 2014 are not applicable to the Company.

## MEETINGS OF THE BOARD

During the year under review, 4 (four) meetings of the Board of Directors were convened and held on 25.04.2022, 18.07.2022, 19.10.2022 and 13.01.2023. The intervening gap between these meetings was within the period prescribed under the Act.

## DIRECTORS

In accordance with Section 152 of the Act and Articles of Association of the Company, Mr. Roopesh Rajan (DIN: 03364768), Mr. Kurian Joseph (DIN: 09573894) and Mr. John M. John (DIN: 00584201) retire by rotation at the ensuing Annual General Meeting ('AGM') and being eligible, offer themselves for re-appointment.

The Appointment and Resignation of the Directors during the year under review are tabled below:-

Name of Director	Appointment	Resignation	Designation
Mr. Sajish George	18-07-2022	NA	Additional Director (Non-executive Independent Director)
Mr. Kurian Joseph	25-04-2022	NA	Additional Director (Non-executive Non-independent Director)
Mr. Roopesh Rajan	17-01-2022	NA	Additional Director (Non-executive Non-independent Director)
Mr. Dilip Modak	14-01-2017	01-05-2022	Director (Non-executive Non-independent Director)
Mr. P.A. Krishnamoorthy	16-09-2011	30-04-2022	Independent Director

However, from the conclusion of the Thirty-Sixth AGM, there have been no instance of either appointment or resignation of any Director.

## DECLARATION OF INDEPENDENCE AND STATEMENT ON COMPLIANCE OF CODE OF CONDUCT

The Independent Directors of the Company have given the declaration of Independence as required under Section 149(7) of the Act, stating that they continue to meet the criteria of Independence as laid down under Section 149(6) of the Act. Further, Independent Directors of the Company have also confirmed that they have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

The Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than

sitting fees and reimbursement of expenses, if any, incurred by them for the purpose of attending meetings of the Company. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and they hold highest standards of integrity. The Directors are compliant with the provisions of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as applicable.

### STATEMENT REGARDING THE OPINION OF THE BOARD CONCERNING INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

In the opinion of the Board, the Independent Directors are persons of integrity and have the relevant expertise and experience as required under the Nomination and Remuneration Policy of the Company. Such expertise and experience help in making informed decisions and guide the Board for the effective functioning of the Company.

### BOARD AND COMMITTEES

During the year under review, following committees met to review various matters as covered under the terms of reference of the respective Committees.

- ❑ Audit Committee comprising of \*Mr. Sajish George, Chairman (Independent Director) (DIN: 08449952), Mr. V. Venugopal (Independent Director) (DIN: 01901717) and Mr. John M. John (Non-independent Director) (DIN: 00584201).
  - ❑ Nomination and Remuneration Committee comprising of Mr. V. V. Augustine, Chairman (Non-independent Director) (DIN: 02402321), Mr. V. Venugopal (Independent Director) (DIN: 01901717) and Mr. Sajish George, (Independent Director) (DIN: 08449952).
  - ❑ Stakeholders' Relationship Committee comprising of Mr. V. V. Augustine, Chairman (Non-independent Director) (DIN: 02402321), Mr. John M. John (Non-independent Director) (DIN: 00584201) and Mr. Sajish George, (Independent Director) (DIN: 08449952).
- \* Post resignation of Mr. P. A. Krishnamoorthy (Independent Director) w.e.f. April 30, 2022, the Board of Directors had appointed Mr. Sajish George (DIN: 08449952) as an Additional Independent Director and also appointed him as Chairman / Members for the respective Committees of the Board of Directors in place of Mr. P. A. Krishnamoorthy. The shareholders approved at its Thirty-Sixth AGM held on September 28, 2022, the appointment of Mr. Sajish George as an Independent Director for a period of 5 (five) years.

### ATTENDANCE AT THE BOARD / COMMITTEE MEETINGS

Name of the Director	Board	Audit Committee	Stakeholders' Relationship Committee	Nomination and Remuneration Committee
Mr. V.V. Augustine	3/4	NA	3/4	2/3
Mr. John M. John	4/4	4/4	4/4	NA
Mr. V. Venugopal	4/4	4/4	NA	3/3
Dr. C. K. Balan	1/4	NA	NA	NA
Mr. Roopesh Rajan	4/4	NA	NA	NA
Mr. Kurian Joseph	4/4	NA	NA	NA
Mr. Sajish George*	3/4	3/4	3/4	2/3
Mr. P. A. Krishnamoorthy	1/4	1/4	1/4	1/3
Mr. Dilip Modak	1/4	NA	NA	NA

## SECRETARIAL STANDARDS

The Institute of Company Secretaries of India has currently mandated compliance with the Secretarial Standards on board meetings and general meetings, as revised w.e.f. October 1, 2017. The Company is generally in compliance with applicable secretarial standards read together with circulars issued by Ministry of Corporate Affairs during pandemic.

## SHARE CAPITAL

The paid-up capital of the Company as on March 31, 2023 was ₹ 21,53,16,200 consisting of paid-up equity share capital of ₹ 6,43,16,200 and preference share capital of ₹ 15,10,00,000. There was no change in the paid-up share capital of the Company during the year under review.

## INTER-SE RELATIONSHIPS BETWEEN THE DIRECTORS

There are no inter-se relationships between the Directors.

## KEY MANAGERIAL PERSONNEL

Post resignation of Ms. Geeta Bandekar as Company Secretary of the Company w.e.f. September 30, 2022, Ms. Shikha Gounder was appointed as the Company Secretary who then resigned w.e.f. May 31, 2023. Post resignation of Ms. Gounder, Ms. Smita Chowdhury has now been appointed as the Company Secretary w.e.f. July 18, 2023.

Mr. Sanjay Bhatia is the Chief Financial Officer of the Company w.e.f. May 15, 2020.

Ms. Payal Kailash Joshi who was appointed as Manager of the Company on October 24, 2020 has resigned from the said position w.e.f. May 28, 2022. Consequent to Ms. Joshi's resignation Mr. Nitin Goyal was appointed as the Manager of the Company w.e.f. May 28, 2022 and he then subsequently resigned from the Manager position w.e.f. July 18, 2022. Ms. Dipti Shirodkar has now been appointed as the Manager of the Company w.e.f. July 18, 2022.

## NOMINATION AND REMUNERATION POLICY

The Board has put in place a Nomination and Remuneration Policy as required under Section 178(3) of the Act. The Policy inter-alia directed to work as guiding principles on qualifications, positive attributes and independence for appointment of Director, remuneration for the Directors, KMP and Senior Management Personnel, performance evaluation of all Directors, and achieving the benefits of having a diverse board. The same is enclosed as **Annexure-1** to this Report.

## EVALUATION OF BOARD, ITS COMMITTEES AND DIRECTORS

As required pursuant to the provisions of the Act, the Board has carried out an evaluation of its own performance and that of its committees, Chairperson and individual directors. For the purpose of evaluation for Financial Year 2022-23, the Board had finalized a questionnaire based on a criterion of evaluation. The results of the survey / feedback were then deliberated and evaluation of the Board, its Committees, Chairman and the Directors was carried out by the Nomination and Remuneration Committee and the Board at their respective meetings as prescribed under the law.

## CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 read with Schedule VII of the Act are not applicable to the Company.

## VIGIL MECHANISM / WHISTLE BLOWER POLICY

As per Section 177 of the Act, the Company is not required to frame Vigil Mechanism / Whistle Blower Policy during the year under review.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of particulars of Loans, Guarantees and Investments under Section 186 of the Act as applicable are provided in the Financial Statements.

## RELATED PARTY TRANSACTIONS

Related Party Transactions, as applicable were placed before the Audit Committee, as prescribed under Section 177 of the Act, although no such transactions attracted the provisions of Section 188 of the Act. As such, there are no particulars to be disclosed in the prescribed Form AOC-2.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Act, your Directors, to the best of their knowledge and belief, make following statements that:

- The applicable Accounting Standards have been followed in the preparation of the annual accounts along with the proper explanation relating to material departures, if any.
- Such accounting policies have been selected and applied consistently and such judgements and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company in the Balance Sheet as at March 31, 2023 and the Statement of Profit and Loss for the said Financial Year ended March 31, 2023.
- Proper and sufficient care has been taken for the 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 fraud and other irregularities.
- Since the factory operations had been suspended w.e.f. March 20, 2017 and Government of Kerala has also given the permission to close the Company's factory at Kothamangalam, the Board of Directors, at their meeting held on November 20, 2018, decided to explore the options to dispose off the assets of the Company. Accordingly, the financial statements have been prepared assuming the Company will not continue as a 'Going Concern'. Consequently, the assets are stated at the cost or net realizable value whichever is lower. Liabilities have been stated at the values at which they are payable and all assets which are available for sale have been reclassified under Non-Current Assets held for sale.
- Pursuant to the approval of Members in the AGM held on August 12, 2020, all the Non-Current Assets held for sale were sold and the sale of these Assets such as building, plant & machinery and spare parts have been completed on April 30, 2021 except Land. The cost realized was accounted in the Books of Accounts.
- The proper internal financial controls were in place and that such internal financial controls are adequate and were operating effectively.
- The systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and are operating effectively.

## STATUTORY AUDITORS

M/s. G. Joseph and Associates, Chartered Accountants (Firm Registration Number: 006310S) have been the Statutory Auditors of the Company since their appointment at the Annual General Meeting ('AGM') held on September 26, 2018 for a term of 5 (five) years, to hold office till the conclusion of 37th AGM of the Company to be held in this ensuing AGM, in accordance with the provisions of Section 139 (1) of the Companies Act, 2013 and the Rules made thereunder. Pursuant to provisions of Section 139 (2) of the Act, M/s. G. Joseph and Associates, Chartered Accountants are eligible for re-appointment.

Accordingly, the Board of Directors based on the recommendations of the Audit Committee proposed the re-appointment of M/s. G. Joseph and Associates, Chartered Accountants (Firm Registration Number: 006310S) as Statutory Auditors of the Company. M/s. G. Joseph and Associates vide their letter dated April 19, 2023 informed the Company that their re-appointment, if made shall be in compliance with the provisions of Sections 139, 141, and 144 of the Act and Companies (Audit and Auditors) Rules, 2014.

The Board of Directors recommends the re-appointment of M/s. G. Joseph and Associates Chartered Accountants (Firm Registration Number: 006310S) as the Statutory Auditors of the Company for a term of 5 (five) years to hold the office from the conclusion of the Thirty- Seventh Annual General Meeting till the Forty-Second Annual General Meeting of the Company, to be held in the year 2028, and the recommended resolution is set out in the Item No. 5 of the AGM Notice.

## EXPLANATION AND COMMENTS ON AUDITORS REPORT

The Statutory Auditors' Report for Financial Year 2022-23 is self-explanatory and do not call for any further comments. There are no qualifications, disclaimers, reservations or adverse remarks made by the Statutory Auditors in the

Auditor's Report. During the period under review, Auditors were not reported any fraud under sub-section (12) of Section 143 of the Act. read with Rule 13 of the Companies (Audit and Auditors) Rules, 2014.

### **COST RECORDS AND COST AUDITORS**

The provisions of Section 148 of the Act are not applicable to the Company.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS**

There were no significant and material orders passed by the Regulators or Courts or Tribunals, during the year under review. Now the Company is not a going concern.

### **EXTRACT OF ANNUAL RETURN**

In view of the amendments to Section 92 and Section 134 of the Act, an extract of Annual Return in the prescribed Form MGT-9 is not required to be published if the Annual Return of the Company is placed on its website. The Company has placed the Annual Return of the Company on its website [www.radotyreslimited.com/investors](http://www.radotyreslimited.com/investors).

### **INTERNAL FINANCIAL CONTROL**

The Company has adequate internal control procedure commensurate with the nature and size of its business.

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

In accordance with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 the Company has complied with the provisions relating to the constitution of internal complaints committee. During the year under review, no complaints were received by the Committee.

### **ACKNOWLEDGEMENT**

Your Directors place on record their sincere appreciation for the co-operation and support received from all the stakeholders such as employees, banks, government departments and Shareholders, towards conducting the business of the Company during the year under review.

For and on behalf of the Board of Directors of Rado Tyres Limited

V. Venugopal  
Director  
DIN: 01901717

John M. John  
Director  
DIN: 00584201

Place : Cochin - 11

Date : July 18, 2023

## ANNEXURE TO BOARD'S REPORT

Annexure -1

### NOMINATION AND REMUNERATION POLICY

#### 1. INTRODUCTION / OBJECTIVE:

This policy has been formulated in terms of the provisions of the Companies Act, 2013 relating to the appointment and remuneration of the Directors, Key Managerial Personnel, Senior Management Personnel and other employees and Board diversity. This Policy sets out the guiding principles on:

- i. appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management Personnel;
- ii. qualifications, positive attributes and independence for appointment of a Director and assessment of independence of Independent Director;
- iii. performance evaluation of all Directors;
- iv. core skills / expertise / competencies required of the Board of Directors of the Company;
- v. achieving the benefits of having a diverse Board.

#### 2. DEFINITIONS:

- i. Non-executive Directors ('NED') means a member of a Company and Board of Directors who is not in whole-time employment of the Company.
- ii. Key Managerial Personnel ('KMP') mean:
  - the Chief Executive Officer ('CEO') or the Managing Director ('MD') or Manager,
  - the Company Secretary ('CS'),
  - the Whole-time Director ('WTD'),
  - the Chief Financial Officer ('CFO'),
  - Such other officer, designated as Key Managerial Personnel by the Board, who is in whole-time employment at a level not more than one level below the Directors.
- iii. Senior Management Personnel ('SMP') for the purpose of this Policy means officers / personnel who are members of the core management team excluding Board of Directors and normally comprising of all members of management one level below the Chief Executive Officer / Managing Director / Whole-time Director / Manager and shall specifically include Company Secretary and Chief Financial Officer. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

#### 3. DIVERSITY IN THE BOARD OF DIRECTORS:

Diversity refers to the variety of attributes of diverse nature between people and encompasses acceptance, respect and an understanding that everyone is unique. These aspects include age, gender, ethnicity, physical abilities, marital status, ideologies, background, knowledge and skills. With a view to achieving a sustainable development, the Company shall aim to increase diversity at the Board level as an essential element in terms of:

- Experience of diverse nature,
- Gender in having the right representation of female members to also ensure statutory Compliance as applicable,

- Qualifications, Knowledge and core skills / expertise / competencies required of the Board of Directors in context of Company's business / sector.

Diversity at the Board level shall be used as tool for supporting the attainment of the strategic objectives of the Company and also to drive business results. Accordingly, while designing the composition of the Board, diversity shall be considered on all aspects and all appointments shall be based on meritocracy. The Company is committed to meritocracy and shall respect diversity within the Board members and shall have an inclusive culture where all the views shall be heard and all opinions respected.

#### **4. REQUIREMENTS RELATING TO DIRECTORS:**

##### **A. Appointment of Directors:**

The Company shall appoint those persons who possess requisite qualifications and experience and positive attributes within overall framework of diversity as described in this Policy.

##### **B. Qualifications and Experience:**

- i. Any person to be appointed as a Director on the Board of Directors of the Company, including Independent Director shall, in addition to a formal professional qualification should possess appropriate skills, experience and knowledge in one or more fields viz. sciences, actuarial sciences, banking, finance, economics, law, management, sales, human resource, marketing, administration, research, corporate governance or technical operations.
- ii. Any person to be appointed as a Director on the Board of the Company shall be such person who shall be able to provide policy directions to the Company including directions on good corporate governance.

##### **C. Positive attributes:**

The person to be appointed as a Director of the Company shall, in addition to the formal qualifications and relevant experience described in this Policy, shall also possess the attributes such as integrity, leadership, business orientation, commitment and proven track record and such other attributes, which in the opinion of the NRC are in the interest of the Company.

##### **D. Disqualification:**

Any person to be appointed as a Director shall not possess any disqualifications as prescribed under the Applicable Laws.

##### **E. Evaluation:**

- i. NRC shall facilitate the Board to undertake evaluation of performance of all Directors on yearly basis.
- ii. The Board shall evaluate, every year, its performance along with that of the individual directors including Chairman, IDs, independence of IDs and of its Committees.
- iii. The Company may conduct the exercise of evaluation by preparing a questionnaire and submit the report / outcome to the Company, in the manner desired by the Company.

##### **F. Familiarisation Programme:**

The Company shall familiarize the Independent Directors of the Company with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company through various programs.

#### **5. REQUIREMENT RELATING TO KEY MANAGEMENT PERSONNEL AND SENIOR MANAGERIAL PERSONNEL:**

##### **A. Appointment of KMP and SMP:**

- i. Based on the recommendation of NRC, the appointment of the MD, CEO, WTD, CFO and the CS shall



be approved by the Board of Directors.

- ii. KMP and SMP shall be employed by the Company only on a whole-time basis and they will not be permitted to take up employment anywhere else, except in the subsidiary of the Company with prior approval of the Board of Directors. Further employees of holding company can also be appointed as KMP and SMP and not on a whole-time basis.
- iii. The appointments of SMP shall be approved by MD. Remuneration payable to SMP shall be recommended by the NRC and approved by the Board.

**B. Qualifications and Experience:**

- i. Any person to be appointed as KMP or as SMP shall possess relevant educational, professional qualifications, experience and domain knowledge required for performing the job for which they are appointed.
- ii. There shall be no discrimination on account of gender, race and religion in terms of appointment as KMP or SMP.

**C. Positive Attributes:**

- i. KMP and SMP shall also possess attributes like decision making skills, leadership skills, integrity and proven track record and shall demonstrate commitment to the organization.
- ii. KMP and SMP shall meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture for good decision making.

**D. Performance Evaluation:**

- i. MD / CEO shall carry out the performance evaluation of all the SMPs and KMPs excluding himself / herself and the WTD.
- ii. The evaluation process adopted by the Company shall always consider the appropriate benchmarks set as per industry standards, performance of the Industry, the Company and of the individual KMP / SMP.
- iii. Evaluation of performance shall be carried out at least once in a year, in accordance with the existing evaluation process of the Company.

**E. REMUNERATION:**

**Guiding Principles:**

- i. The terms of employment and remuneration of MD, WTD, KMPs, Directors and SMPs shall be competitive in order to ensure that the Company can attract and retain competent talent.
- ii. The Remuneration Policy shall ensure that:
  - a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMPs and SMPs of the quality required to run the Company successfully.
  - b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
  - c) Remuneration to Directors, KMPs and SMPs involves a balance between fixed and variable pay reflecting short and long-term performance objectives and goals set by the Company.
  - d) Remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

- iii. While determining the remuneration and incentives for the MD / WTD, KMP's and SMPs, the following shall be considered:
  - a) Pay and employment conditions with peers / elsewhere in the competitive market.
  - b) Benchmarking with the industry practices
  - c) Performance of the individual.
  - d) Company Performance.
- iv. For the benchmarking with Industry practice, criteria of size, complexity, data transparency and geographical area shall also be given due consideration.
- v. The pay structures shall be appropriately aligned across levels in the Company.

## **6. REMUNERATION POLICY:**

### **A. MD / WTD:**

- i. Remuneration to the MD and WTD at the time of his / her appointment shall be proposed by the NRC and subsequently approved by the Board of Directors and the shareholders of the Company or Central Government, whenever required.
- ii. Annual increments / subsequent variation in remuneration to the MD and WTD shall be approved by the NRC / Board of Directors, within the overall limits approved by the shareholders of the Company or Central Government.
- iii. Remuneration shall be evaluated annually against performance and a benchmark of international and domestic companies, which are similar in size and complexity. Benchmark information shall be obtained from internationally recognized compensation service consultancies.
- iv. Total remuneration for the MD and WTD shall be comprised of the following:
  - a) Salary (both fixed and variable).
  - b) Perquisites.
  - c) Performance linked Bonus.
  - d) Retiral benefits.

It shall be ensured that total remuneration payable to MD and WTDs shall not exceed the limits mentioned under the Applicable Laws.

### **B. NEDs:**

- i. NEDs shall be entitled to such sitting fees as may be decided by the Board from time to time for attending the meeting of the Board and of the Committee thereof.
- ii. NEDs shall also be entitled for payment of remuneration / commission as may be recommended by NRC and subsequently approved by the Board of Directors, up to the limits permitted under the Applicable Laws and wherever required approval of the shareholders of the Company shall be obtained from time to time.
- iii. IDs shall not be eligible for any Stock Options, pursuant to any Stock Option Plan adopted by the Company.
- iv. NEDs shall be eligible for remuneration of such professional services rendered if in the opinion of the NRC, the NED possesses the requisite qualification for rendering such professional services.

**C. SMPs and KMPs (other than MD / WTD):**

- i. Remuneration packages shall be designed in such manner that:
  - a) Motivates delivery of key business strategies, creates a strong performance-orientated environment and rewards achievement of the Company's objectives and goals over the short and long-term.
  - b) Attracts high-flier executives in a competitive global market and remunerate executives fairly and responsibly.
- ii. Remuneration shall be competitive and shall include salary comprising of both fixed and variable components, performance incentives and other benefits as per the policy of the Company, considering relevant qualification, experience and performance of the individual as well as the prevailing market conditions.
- iii. The remuneration in whatever form payable to the KMPs and SMPs at the time of his / her appointment and revision thereof, shall be recommended by the NRC and approved by the Board.
- iv. Remuneration shall be evaluated annually and annual increase shall be decided considering the performance of the individual and also of the Company. Industry practices / trends shall also be given due consideration. Annual increment / subsequent variation in remuneration to the KMPs and SMPs shall be recommended by the NRC for the approval of Board of Directors.
- v. Remuneration can be reset at any time considering the benchmark of international and domestic companies, which are similar in size and complexity to the Company. Benchmark information shall be obtained from internationally recognized compensation service consultancies.
- vi. NRC may consider grant of Stock Options to KMPs and SMPs pursuant to any Stock Option Plan adopted by the Company.

**7. DIRECTOR AND OFFICER LIABILITY INSURANCE:**

- a) The Company may provide an insurance cover to Directors, KMPs and SMPs for indemnifying them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust and the premium paid on the same shall not be treated as a part of remuneration paid to them.
- b) The premium paid by the Company for such insurance cover, called for Directors and Officers Liability Insurance Policy taken for the above purpose shall be paid by the Company without any charge to the Directors, KMPs and SMPs.

**8. DISCLOSURES:**

This Policy shall be disclosed on the Company's website if any and a web link thereto shall be provided in its Annual Report.

**9. AMENDMENTS TO THE POLICY:**

The Board of Directors may amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail notwithstanding the provisions hereunder from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Rado Tyres Limited

### Report on the Audit of Standalone Financial Statements

#### Opinion

We have audited the standalone financial statements of Rado Tyres Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2023, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash flows for the year then ended and the notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us the aforesaid standalone financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2023, and its profit and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Emphasis of Matters

##### We draw attention to:

- a. Note 2.1 of the financial statements wherein it is stated that the factory operations have been suspended. Consequently, the Board of Directors, at their meeting held on 20th November, 2018, decided to explore the options to dispose of the assets of the Company and to invite quotations from prospective buyers. On account of these decisions, the Ind AS financial statements have been prepared assuming the Company will not continue as a Going Concern. Consequently assets are stated at the cost or net realizable value whichever is lower. Liabilities have been stated at the values at which they are payable. Further, all assets which are available for sale have been reclassified under Non-Current Assets Held For Sale.

While conducting our review we have considered the adequacy of the disclosures in this regard made in the notes to the financial statements.

Our opinion is not modified in respect of these matters.

#### Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any

form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained 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 the fact. We have nothing to report in this regard.

### **Management's responsibility for the standalone financial statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the Standalone 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 scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

- A. As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- B. As required by Section 143 (3) of the Act, we report that:
- 1 We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - 2 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.
  - 3 The company does not have any branches and so the provisions of section 143(8) are not applicable to the company.
  - 4 The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash flows dealt with by this Report are in agreement with the books of account.
  - 5 In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
  - 6 On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - 7 With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - 8 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 by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- C. With respect to the matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
- 1 The Company does not have any pending litigations which would impact its financial position;
  - 2 The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - 3 There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
  - 4 a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries  
b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries  
c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
  - 5 Since the Company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with Section 123 of the Companies Act, 2013 does not arise.
  - 6 Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
- D In our Opinion and according to the information and explanations given to us, the remunerations paid by the company to its directors during the current year is in accordance with the provisions and is not in excess of limit laid down in section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

UDIN: 23233286BGUKNQ8424

For G Joseph & Associates  
Chartered Accountants  
Firm Reg. No. 006310S

Place : Ernakulam  
Date : April 26, 2023

Raphael Sharon  
Partner  
233286

## **ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT IN TERMS OF SECTION 143(11) OF THE COMPANIES ACT, 2013**

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property , Plant and Equipment.
- b) As explained to us, items falling under the head Property, Plant and Equipments have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- c) As per the information and explanations provided to us, title deeds of immovable properties are held in the name of the Company.
- d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- e) As per the information and explanations provided to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
- b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any investment, guarantees, security and loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties. Consequently, the provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the books of account, during the year, the Company has not provided any loans, guarantees, securities to parties covered under section 185 and 186. None of the investments by the Company attract the provisions of section 186 of the Act.
- (v) In our opinion and according to the information and explanations given to us, no deposits or amounts which are deemed to be deposits within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 have been accepted by the Company and hence reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The provisions regarding maintenance of cost records under sub-section (1) of section 148 of the Companies Act are not applicable to the company.
- (vii) (a) According to the records of the Company, undisputed statutory dues including Goods and Services tax, Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it have generally been regularly deposited with the appropriate authorities. According to the informations and explanations given to us there were no statutory dues on the last day of the financial year outstanding for a period of more than six months from the date they became payable.



- (b) According to the records of the Company, the dues of goods and service tax, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Period to which the amount relates	Forum under which dispute is pending	Amount in dispute
Income Tax Act, 1961	Income Tax	2019-20	Commissioner (Appeals)	47.04 lakhs

- (viii) According to the information and explanation given to us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961, as income during the year. Accordingly, reporting under clause 3(viii) of the order does not arise.
- (ix) (a) The Company has not taken any loans or other borrowings during the year and hence reporting under clause 3(ix)(a), (b) and (c) of the Order are not applicable to the Company.
- (b) On the basis of information and explanations given to us and on the basis of our examination of the records, the Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
- (e) The Company does not have any subsidiaries, associates or joint ventures and so the clause is not applicable. Accordingly, clause 3(ix)(e) and (f) of the Order are not applicable.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on the audit procedures performed and the information and explanation given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.
- (b) No report under section 143(12) of Companies Act, 2013 read with rule 13 of Companies (Audit and Auditors) Rules, 2014 has been filed by the auditors with the Central Government.
- (c) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has not received any whistle-blower complaints during the year.
- (xii) The Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order is not applicable to the Company.
- (xiii) Based on the audit procedures performed and the information and explanation given to us, the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.
- (xiv) The Company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Companies Act 2013.
- (xv) Based on the audit procedures performed and the information and explanation given to us, we report that

the Company has not entered into any non-cash transactions with its directors/director of the company or associate company/a person connected with the Director during the year.

- (xvi) a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and therefore, the provisions of clause 3 (xvi)(a) of the Order are not applicable to the Company.
- b) The Company has not conducted any Non- Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, hence reporting under clause 3(xvi)(c) is not applicable to the Company
- d) According to the information and explanations provided by the management of the Company, the Company does not have any CICs as part of the Group. We have not, however, separately evaluated whether the information provided to us is accurate and complete.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) Based on the audit procedures performed and the information and explanation given to us, we report that the company has no liability to maintain fund according to the provision of section 135 of Companies Act , 2013.

UDIN: 23233286BGUKNQ8424

Place : Ernakulam  
Date : April 26, 2023

For G Joseph & Associates  
Chartered Accountants  
Firm Reg. No. 006310S

Raphael Sharon  
Partner  
233286

## **ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF RADO TYRES LIMITED**

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

We have audited the internal financial controls over financial reporting of Rado Tyres Limited (“the Company”) as of 31<sup>st</sup> March, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

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

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, 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 purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2023 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.

UDIN: 23233286BGUKNQ8424

For G Joseph & Associates  
Chartered Accountants  
Firm Reg. No. 006310S

Place : Ernakulam  
Date : April 26, 2023

Raphael Sharon  
Partner  
233286

## BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2023

In ₹ `000

Particulars	Notes	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	7.59	9.49
Financial Assets:			
Non-current Investments	4	25.00	25.00
Other non-current financial assets	5	156.62	47.00
Other non-current assets		-	-
<b>Total Non-current assets</b>		<b>189.21</b>	<b>81.49</b>
<b>Current assets</b>			
<b>Financial assets:</b>			
Cash and cash equivalents	6	48,246.33	48,782.14
Short term loans and advances		-	-
Other current financial assets	7	176.62	160.92
Other current assets	8	1,763.72	1,455.82
<b>Total Current assets</b>		<b>50,186.67</b>	<b>50,398.89</b>
Non-current assets held for sale	9	9,826.68	9,189.56
<b>Total Assets</b>		<b>60,202.56</b>	<b>59,669.94</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity Share Capital	10	64,316.20	64,316.20
Other Equity	11		
Retained earnings		(1,57,251.37)	(1,58,040.18)
Other Reserves		1,318.43	1,318.43
<b>Total Equity</b>		<b>(91,616.74)</b>	<b>(92,405.54)</b>
<b>Non-current liabilities</b>			
<b>Financial liabilities:</b>			
Long term borrowings	12	1,51,000.00	1,51,000.00
Other financial liabilities		-	-
Deferred tax liability (net)		-	-
Other non-current liabilities		-	-
<b>Total Non-current liabilities</b>		<b>1,51,000.00</b>	<b>1,51,000.00</b>
<b>Current liabilities</b>			
<b>Financial Liabilities:</b>			
Trade and other payables	13	-	-
Other current financial liabilities	14	140.69	140.69
Other current liabilities	15	678.61	934.79
<b>Total current liabilities</b>		<b>819.30</b>	<b>1,075.48</b>
<b>Total Equity and Liabilities</b>		<b>60,202.56</b>	<b>59,669.94</b>

Significant Accounting Policies and Notes on Accounts.  
The notes referred to above form an integral part of  
the Financial Statements.

1 - 29

As per our report of even date

For G. Joseph & Associates

Chartered Accountants  
(Firm Reg. No. 0063105)

**Raphael Sharon**

Partner  
M No. 233286

Date : April 26, 2023  
Place : Ernakulam

For and on behalf of the Board of Directors of Rado Tyres Limited

**Sanjay Bhatia**  
CFO

**Shikha Gounder**  
Company Secretary

**John M. John**  
Director  
DIN-00584201

**Dipti Shirodkar**  
Manager

**Sajish George**  
Director  
DIN-08449952

Date : April 26, 2023  
Place : Ernakulam

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31<sup>st</sup> MARCH, 2023

In ₹ '000

Particulars	Notes	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
Revenue from operations		-	-
Other Income	16	2,475.28	2,008.62
<b>Total Income</b>		<b>2,475.28</b>	<b>2,008.62</b>
Employee benefit expense	17	0.04	0.04
Depreciation and amortization expense	18	1.90	1.80
Other expenses	19	1,684.54	1,862.87
<b>Total Expenses</b>		<b>1,686.48</b>	<b>1,864.70</b>
Profit/(Loss) before exceptional items and tax		788.81	143.92
Exceptional items		-	-
Profit/(Loss) before tax		788.81	143.92
Tax expense:			
Current tax		-	-
Deferred tax		-	-
Profit/(Loss) for the period		788.81	143.92
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss		-	-
<b>Total Comprehensive Income for the period (Comprising (Loss) and Other Comprehensive Income for the period)</b>		<b>788.81</b>	<b>143.92</b>
<b>Earnings per equity share :</b>	20		
Basic (₹)		0.05	0.01
Diluted (₹)		0.05	0.01

Significant Accounting Policies and Notes on Accounts.

1 - 29

The notes referred to above form an integral part of the Financial Statements.

As per our report of even date

**For G. Joseph & Associates**

Chartered Accountants  
(Firm Reg. No. 006310S)

**Raphael Sharon**

Partner  
M No. 233286

Date : April 26, 2023

Place : Ernakulam

For and on behalf of the Board of Directors of Rado Tyres Limited

**Sanjay Bhatia**  
CFO

**John M. John**  
Director  
DIN-00584201

**Sajish George**  
Director  
DIN-08449952

**Shikha Gounder**  
Company Secretary

**Dipti Shirodkar**  
Manager

Date : April 26, 2023

Place : Ernakulam

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2023

In ₹ `000

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
<b>Cash flows from operating activities</b>		
<b>Profit/(loss) before taxation</b>	<b>788.81</b>	<b>143.92</b>
<b>Adjustments:</b>		
Depreciation and amortisation	1.90	1.80
Interest income	(2,452.37)	(2,008.41)
Operating cash flows before working capital changes	(1,661.66)	(1,862.69)
(Increase)/decrease in other financial assets	(195.37)	1,580.93
Increase/(decrease) in liabilities and provisions	(256.18)	(5,553.87)
Cash from operations	(2,113.22)	(5,835.63)
(Taxes paid) / refund received, net	(243.33)	(199.69)
<b>Net cash from operating activities (A)</b>	<b>(2,356.55)</b>	<b>(6,035.32)</b>
<b>Cash flows from investing activities</b>		
Purchase of fixed assets	-	(9.50)
Improvements to assets held for sale	(637.11)	-
Proceeds from sale of assets held for sale	-	73.00
Interest received	2,457.86	2,008.41
<b>Net cash used in investing activities (B)</b>	<b>1,820.74</b>	<b>2,071.91</b>
<b>Cash flows from financing activities</b>		
Interest paid	-	-
<b>Net cash used in financing activities (C)</b>	<b>-</b>	<b>-</b>
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(535.81)	(3,963.42)
Cash and cash equivalents at beginning of period	48,782.14	52,745.56
<b>Cash and cash equivalents at end of the period (refer note 6)</b>	<b>48,246.33</b>	<b>48,782.14</b>

As per our report of even date

For G. Joseph & Associates

Chartered Accountants  
(Firm Reg. No. 006310S)

**Raphael Sharon**

Partner  
M No. 233286

For and on behalf of the Board of Directors of Rado Tyres Limited

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Company Secretary

**Dipti Shirodkar**  
Manager

Date : April 26, 2023  
Place : Ernakulam

Date : April 26, 2023  
Place : Ernakulam

## NOTES FORMING PART TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2023

### 1. CORPORATE INFORMATION

Rado Tyres Limited is a public company incorporated in India under the provisions of the Companies Act. The Company was engaged in the business of an Automobile Tyre manufacturing based at Nellikuzhy near Kothamangalam.

As of 31<sup>st</sup> March 2023, CEAT Limited holding 58.56%, Instant Holding Ltd holding 17.07% and Swallow Associates LLP (formerly RPG Cellular Investments & Holdings Pvt Ltd) holding 9.6% of Company's equity share capitals are the major Shareholders. The Registered office of Company is situated at Cochin, Kerala.

### 2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### 1. Basis of accounting and preparation of financial statements:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

The Board of Directors had taken all possible initiatives to revive the operations of the factory. Taking into account the Company's financial strain coupled with the technological advancement for the manufacture of 2/3 wheeler tyres, the Board had to come to the conclusion that it will not be viable to continue the business of manufacture of tyres in the Company's manufacturing facility located in Kothamangalam.

Consequent to suspension of the factory operations, the Board of Directors, at their meeting held on 20th November, 2018, decided to explore the options to dispose of the assets of the Company and to invite quotations from prospective buyers.

Accordingly, the financial statements have been prepared assuming the Company will not continue as a Going Concern. Consequently, assets are stated at the cost or net realizable value whichever is lower. Liabilities have been stated at the values which they are payable.

Further, all assets which are available for sale have been reclassified under Non-Current Assets Held For Sale.

#### 2. Impact of the outbreak of COVID-19 on financial statements:

The outbreak of COVID -19 pandemic has caused significant disturbance and slowdown of economic activity. Though, the Board is not in a position to ascertain the possible impact on the market values of the remaining assets held for sale, the management feels that it is unlikely to have a significant impact on the valuation of the assets and its ability to sell off these assets at prices which are higher than that stated in the financial statements

#### 3. Current versus non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.



All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

#### **4. Revenue recognition:**

Revenue is recognised 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 from contracts, if any, priced on a time and material basis is recognised as services are rendered and as related costs are incurred.

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

#### **5. Accounting for Government grants:**

Government grants, if any, are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income 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 recognised as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual installments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

#### **6. Taxes:**

##### **Current income tax:**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted

or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred tax:**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**7. Non-current assets held for sale:**

The Company classifies non-current assets and disposal groups as held for sale/ distribution to owners if their carrying amounts will be recovered principally through a sale/ distribution rather than through continuing use. Actions required for completing the sale/ distribution should indicate that it is unlikely that significant change to the sale/ distribution will be made or that the decision to sell/ distribute will be withdrawn. Management is committed to the sale/ distribution of all such assets classified as held for sale.

Non-current assets held for sale/for distribution to owners and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell/ distribute. Assets and liabilities classified as held for sale/ distribution are presented separately in the balance sheet.

Property, plant and equipment once classified as held for sale/ distribution to owners are not depreciated or amortised.

**8. Property, plant and equipment:**

Capital work in progress, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Asset Class	Useful life
Furniture & Fixtures	10 years
Office Equipment	5 years

The management believes that the depreciation rates fairly reflect its estimation of the useful lives and residual values of the fixed assets.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

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

Owing to the shutting down of operations the Company has reclassified assets except office equipment's and furniture as Non-Current Assets Held For Sale. The office equipment's and furniture are depreciated on the basis of the remaining useful life of such assets. As on the reporting date there are no other assets apart from office equipment's and furniture

**9. Intangible Assets:**

Intangible assets acquired separately, if any, are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not

capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Intangible assets are amortised on straight line method as under:

- Software expenditure have been amortised over a period of three years.
- Technical Know-how and Brands are amortised over a period of twenty years.

As on the reporting date the Company does not own any intangible assets.

**Research and development costs:**

Research costs, if any, are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, such assets are tested for impairment annually.

**10. Borrowing costs:**

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

To the extent that the Company borrows funds specifically for the purpose of obtaining a qualifying asset, the Company determines the amount of borrowing costs eligible for capitalisation as the actual borrowing costs incurred on that borrowing during the period less any investment income on the temporary investment of those borrowings.

To the extent that the Company borrows funds generally and uses them for the purpose of obtaining a qualifying asset, the Company determines the amount of borrowing costs eligible for capitalisation by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

#### **11. Inventories:**

Inventories, if any, are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

- Raw materials, components, stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis.
- Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on a weighted average basis.
- Traded goods are valued at lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

As on the reporting date the Company does not have any item of inventory.

#### **12. Impairment of non-financial assets:**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. 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.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset

does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

**13. Provisions:**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**14. Retirement and other employee benefits:**

As on the reporting date the Company does not have any employees who fall within the ambit of any statutory benefit/retirement plans.

**15. Financial instruments:**

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

**Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order 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.

**Financial assets at fair value through other comprehensive income**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets 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.

The Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of equity investments not held for trading.

**Financial assets at fair value through profit or loss**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

### **Financial liabilities**

Financial liabilities are measured at amortised cost using the effective interest method.

### **Equity instruments**

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost.

### **Financial liabilities**

#### **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

#### **Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

#### **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

#### **Loans and borrowings**

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

### **Financial guarantee contracts**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### **Reclassification of financial assets**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.



The following table shows various reclassifications and how they are accounted for:

Original classification	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

**16. Cash and cash equivalents:**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**17. Earnings per share:**

Basic Earnings per share (EPS) amounts are calculated by dividing the profit for the quarter attributable to equity holders by the weighted average number of equity shares outstanding during the quarter.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the quarter plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

**18. Significant accounting judgments, estimates and assumptions:**

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require an adjustment to the carrying amount of assets or liabilities in future periods. Difference between actual results and estimates are recognised in the periods in which the results are known / materialised.

### **Estimates and assumptions:**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company has based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

#### **a) Taxes**

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the Company's domicile.

#### **b) Defined benefit plans (gratuity benefits)**

The Company's obligation on account of gratuity and compensated absences, if any, is determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

#### **c) Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

**NOTES FORMING PART OF BALANCE SHEET AS AT 31st MARCH, 2023**

In ₹ '000

<b>NOTE 3. PROPERTY, PLANT AND EQUIPMENT</b>										
Asset	Gross Block at Cost				Depreciation				Net Block	
	As at 1st April, 2022	Additions	Disposals	As at 31st March, 2023	As at 1st April, 2022	For the Year	Disposals	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
Furniture and Fixtures	0.00	-	-	0.00	-	-	-	-	0.00	0.00
Office equipments	88.99	-	-	88.99	79.50	1.90	-	81.40	7.59	9.49
<b>Total</b>	<b>88.99</b>	<b>-</b>	<b>-</b>	<b>88.99</b>	<b>79.50</b>	<b>1.90</b>	<b>-</b>	<b>81.40</b>	<b>7.59</b>	<b>9.49</b>
Previous Year	79.49	9.50	-	88.99	77.70	1.80	-	79.50	9.49	1.79

## NOTES FORMING PART OF BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2023

In ₹ `000

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>4. NON-CURRENT INVESTMENTS</b>		
Unquoted Non - Trade Investments (at Cost)		
a. National Saving Certificates VIII issue (Pledged as security for Sales Tax purpose)	15.00	15.00
b. 1,000 Shares of ₹ 10 each in Rado Employees Cooperative Society	10.00	10.00
<b>Total</b>	<b>25.00</b>	<b>25.00</b>
<b>5. OTHER NON-CURRENT FINANCIAL ASSETS</b>		
Unsecured, considered good:		
Security Deposits	156.62	47.00
<b>Total</b>	<b>156.62</b>	<b>47.00</b>
<b>6. CASH AND CASH EQUIVALENTS</b>		
Balances with Banks:		
In current Accounts	71.60	629.74
In Fixed Deposits	48,174.65	48,152.32
Cash on hand	0.08	0.08
<b>Total</b>	<b>48,246.33</b>	<b>48,782.14</b>
<b>7. OTHER CURRENT FINANCIAL ASSETS</b>		
Interest receivable	16.53	22.02
Other receivables	160.09	138.90
<b>Total</b>	<b>176.62</b>	<b>160.92</b>
Break up of financial assets carried at amortised cost		
Non-current Investments (Note 4)	25.00	25.00
Other non-current financial assets (Note 5)	156.62	47.00
Cash and cash equivalents (Note 6)	48,246.33	48,782.14
Short term loans and advances	-	-
Other current financial assets (Note 7)	176.62	160.92
<b>Total</b>	<b>48,604.57</b>	<b>49,015.06</b>
<b>8. OTHER CURRENT ASSETS</b>		
Advance receivable in cash or kind or for value to be received	23.07	24.46
Prepaid expenses	1.75	-
Balances with statutory and government authorities	913.81	606.27
Other receivables from income tax department	825.09	825.09
<b>Total</b>	<b>1,763.72</b>	<b>1,455.82</b>

**NOTES FORMING PART OF BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2023**

In ₹ '000

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022		
<b>9. NON-CURRENT ASSET HELD FOR SALE</b>				
Freehold land and improvements	9,826.68	9,189.56		
<b>Total</b>	<b>9,826.68</b>	<b>9,189.56</b>		
<b>Basis of classification:</b>				
<p>"During the financial year 2018-19 the Company had received the order from Labour &amp; Skills (A) Department, Government of Kerala, granting permission under the Industrial Dispute Act, 1947 to close the Factory located at Nellikuzhi, near Kothamangalam. In the opinion of the management there were no further business opportunities for the Company to explore. On the basis of the above the Board had decided that the most appropriate course of action for the Company is to sell its assets located at its factory near Kothamangalam. "</p> <p>Given these circumstances the Board has considered prudent to reclassify such assets to the head Non-Current assets held for sale.</p>				
<b>10. EQUITY SHARE CAPITAL</b>				
<b>Authorised Share Capital:</b>				
2,25,00,000 Equity Shares of ₹ 4 each	90,000.00	90,000.00		
17,00,000, 12.5% Redeemable Cumulative Preference Shares of ₹ 100 each	1,70,000.00	1,70,000.00		
	<b>2,60,000.00</b>	<b>2,60,000.00</b>		
<b>Issued, Subscribed and fully Paid up share capital:</b>				
1,60,79,050 Equity Shares of ₹ 4 each, fully paid up	64,316.20	64,316.20		
15,10,000, 12.5% Redeemable Cumulative Preference Shares of ₹ 100 each, fully paid up	1,51,000.00	1,51,000.00		
Less: 15,10,000, 12.5% Redeemable Cumulative Preference Shares of ₹ 100 each, fully paid up (Reclassified under Financial Liability. Refer Note.12)	(1,51,000.00)	(1,51,000.00)		
	<b>64,316.20</b>	<b>64,316.20</b>		
<b>Reconciliation of Equity shares outstanding at the beginning and at the end of the reporting period</b>				
	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022	
	No. of shares	Amount in ₹ '000	No. of shares	Amount in ₹ '000
At the beginning of the period	1,60,79,050	64,316.20	1,60,79,050	64,316.20
During the period:				
Add: Shares issued / Shares bought	-	-	-	-
Outstanding at the end of the period	1,60,79,050	64,316.20	1,60,79,050	64,316.20
Terms/rights attached to equity shares.				
* Each holder of equity shares is entitled to one vote per share with a right to receive per share dividend declared by the Company.				
* The Company has only one class of shares referred to as equity shares having a par value of ₹ 4. Accordingly, all equity shares rank equally with regard to dividends and share in the company's residual assets. The equity shares are entitled to receive				

## NOTES FORMING PART OF BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2023

dividend as declared from time to time after subject to of dividend to preference shareholders. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On the account of liquidation of the company, the holders of equity shares will be entitled to receive the residual assets of the company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

- (i) The Company has not issued shares for consideration other than cash during the period of five years immediately preceding the reporting date.
- (ii) The Company has not reserved shares for issue under options and contracts/commitments for the sale of shares/disinvestment.
- (iii) The Company has not declared dividend to its equity shareholders.

### Details of shareholder's holding more than 5% Equity shares in the company

Shareholders	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022	
	No. of shares	% of holdings	No. of shares	% of holdings
Shares held by CEAT Ltd.	94,16,350	58.56%	94,16,350	58.56%
Shares held by Instant Holdings Ltd.	27,45,310	17.07%	27,45,310	17.07%
Shares held by Swallo Associates LLP (formerly RPG Cellular Investments & Holdings Pvt Ltd.)	15,44,240	9.60%	15,44,240	9.60%

### Shareholding of Promoters - Shares held by promoters as at 31<sup>st</sup> March 2023

Promoter name	No. of shares	% of total shares	% Change during the year*
Instant Holdings Limited Ltd.	27,45,310	17.07%	-
Swallo Associates LLP.	15,44,240	9.60%	-
CEAT Ltd.	94,16,350	58.56%	-
Balan C. K.	17,000	0.11%	-
Pylee M. V.	8,000	0.05%	-
Augustine V. V.	1,74,000	1.08%	-

\* Percentage change shall be computed with respect to number at the beginning of the year or if issued during the year for the first time then with respect to the date of issue.

### 10 (A). EQUITY SHARE CAPITAL

#### 1) Current reporting period

In ₹'000

Balance at the beginning of the current reporting period 01-04-2022	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period 31-03-2023
64,316.20	-	-	-	64,316.20

#### 2) Previous reporting period

Balance at the beginning of the current reporting period 01-04-2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period 31-03-2022
64,316.20	-	-	-	64,316.20

**NOTES FORMING PART OF BALANCE SHEET AS AT 31st MARCH, 2023**

<b>10 (B). OTHER EQUITY</b>							In ₹ '000
<b>1) Current reporting period</b>							
Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus			Retained Earnings	Total
			Capital Reserve	Securities Premium	Other Reserves (specify nature)		
Balance at the beginning of the current reporting period 01-04-2022	-	-	1,318.43	-	-	(1,58,040.18)	<b>(1,56,721.74)</b>
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	788.81	<b>788.81</b>
Any other change (to be specified)	-	-	-	-	-	-	-
Balance at the end of the current reporting period 31-03-2023	-	-	1,318.43	-	-	(1,57,251.37)	<b>(1,55,932.94)</b>
<b>2) Previous reporting period</b>							
Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus			Retained Earnings	Total
			Capital Reserve	Securities Premium	Other Reserves (specify nature)		
Balance at the beginning of the current reporting period 01-04-2021	-	-	1,318.43	-	-	(1,58,184.10)	<b>(1,56,865.66)</b>
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	143.92	<b>143.92</b>
Any other change (to be specified)	-	-	-	-	-	-	-
Balance at the end of the current reporting period 31-03-2022	-	-	1,318.43	-	-	(1,58,040.18)	<b>(1,56,721.74)</b>

## NOTES FORMING PART OF BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2023

In ₹ `000

Particulars	As at	
	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
<b>11. OTHER EQUITY</b>		
Retained Earnings:		
Surplus/(Deficit) in the Statement of Profit and Loss:		
Balance as per last financial statements	(1,58,040.18)	(1,58,184.10)
Add: Profit/(Loss) for the period	788.81	143.92
Amount available for appropriation		
Less: Appropriations	-	-
<b>Total</b>	<b>(1,57,251.37)</b>	<b>(1,58,040.18)</b>
<b>Other Reserves:</b>		
Capital Reserve		
Balance in Central & State Investment Subsidy Reserve:		
At the beginning of the period	1,318.43	1,318.43
During the period	-	-
	<b>1,318.43</b>	<b>1,318.43</b>
<b>Total</b>	<b>(1,55,932.94)</b>	<b>(1,56,721.74)</b>
<b>12. LONG TERM BORROWINGS</b>		
Non-current portion		
Preference Share Capital		
15,10,000, 12.5% Redeemable Cumulative Preference Shares of ₹ 100 each, fully paid up	1,51,000.00	1,51,000.00
<b>Total</b>	<b>1,51,000.00</b>	<b>1,51,000.00</b>
Note on Preference Share Capital:		
The entire preference share capital is held by CEAT Ltd, Holding Company.		
Reconciliation of 12.5% Redeemable Cumulative Preference Shares outstanding at the beginning and at the end of the reporting period.		
Particulars	As at 31 <sup>st</sup> March, 2023	
	No. of shares	Amount (In ₹ `000)
At the beginning of the period	15,10,000	1,51,000.00
During the period:		
Add: Shares issued / Shares bought	-	-
<b>Outstanding at the end of the period</b>	<b>15,10,000</b>	<b>1,51,000.00</b>



## NOTES FORMING PART OF BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2023

In ₹ '000

Particulars	As at 31 <sup>st</sup> March, 2022	
	No. of shares	Amount (In ₹ '000)
At the beginning of the period	15,10,000	1,51,000.00
During the period:		
Add: Shares issued / Shares bought	-	-
Outstanding at the end of the period	<b>15,10,000</b>	<b>1,51,000.00</b>
Terms/rights attached to 12.5% Redeemable Cumulative Preference Shares		
* Preference Shares carry preferential (cumulative) right to dividend, at the coupon rate (i.e. the rate of dividend) 12.50%, when declared.		
* The dividend shall be calculated pro rata i.e. from the date of allotment(s) of such Preference Shares.		
* The Preference Shares do not carry any voting rights except in case of any resolution placed before the Company which directly affects the rights attached to such shares or otherwise provided in the Companies Act, 2013.		
* The Preference Shares have a maximum redemption period of 20 years. However, the same may be redeemed fully or in such tranches, before the aforesaid period, at discretion of the Board. Only fully paid up Preference Shares shall be redeemed.		
* The Preference Shares shall be redeemed at par as per applicable and available mode of redemption.		
* The Preference Shares are not listed in any Stock Exchange in India or outside India.		
Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>13. TRADE AND OTHER PAYABLES</b>		
Amount payable to related party	-	-
Other trade payables	-	-
Total	-	-
The details of amount outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under:		
Principal amount due and remaining unpaid	-	-
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining unpaid due and payable in succeeding years	-	-

## NOTES FORMING PART OF BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2023

In ₹ `000

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>14. OTHER CURRENT FINANCIAL LIABILITIES</b>		
Payables to capital vendors	140.69	140.69
<b>Total</b>	<b>140.69</b>	<b>140.69</b>
Break up of financial liabilities carried at amortised cost		
Borrowings (non-current) (note 12)	1,51,000.00	1,51,000.00
Other financial liabilities (current) (note 14)	140.69	140.69
<b>Total</b>	<b>1,51,140.69</b>	<b>1,51,140.69</b>
<b>15. OTHER CURRENT LIABILITIES</b>		
Dues to past employees	44.24	44.24
Statutory dues	21.11	15.63
Expenses payable	613.26	874.92
<b>Total</b>	<b>678.61</b>	<b>934.79</b>

**NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR  
ENDED ON 31<sup>st</sup> MARCH, 2023**

In ₹ '000

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
<b>16. OTHER INCOME</b>		
Interest Income:		
Interest on bank and other deposits	2,452.37	2008.41
<b>Total</b>	<b>2,452.37</b>	<b>2008.41</b>
Other non - operating income:		
Excess provision written back	14.93	0.22
Interest on income tax refund	7.99	-
<b>Total</b>	<b>2,475.28</b>	<b>2,008.62</b>
<b>17. EMPLOYEES BENEFITS EXPENSE</b>		
Salaries, Wages and Bonus	0.04	0.04
<b>Total</b>	<b>0.04</b>	<b>0.04</b>
<b>18. DEPRECIATION AND AMORTIZATION EXPENSES</b>		
Depreciation on Property, Plant and Equipment	1.90	1.80
<b>Total</b>	<b>1.90</b>	<b>1.80</b>
<b>19. OTHER EXPENSES</b>		
Rental expenses	112.56	103.51
Travelling and conveyance expenses	16.26	3.88
Fees, rates & taxes	116.49	142.07
Insurance charges	-	25.86
Postage, telephone and stationery	24.93	28.63
Audit fees/expenses	130.00	130.00
Consultancy and legal expenses	179.45	152.01
Security charges	728.76	920.96
Office expenses	110.80	77.42
Water charges	3.64	12.44
AGM, meetings and directors sitting fees	237.66	234.47
Bank charges	0.65	1.24
Power and fuel	14.82	10.38
Miscellaneous expenses	8.54	20.00
<b>Total</b>	<b>1,684.54</b>	<b>1,862.87</b>
Payments to the auditor:		
i. As auditor		
Audit Fee	65.00	65.00
Taxation	20.00	20.00
Limited review	45.00	45.00
ii. In other capacity:		
Taxation matters	-	-
<b>Total</b>	<b>130.00</b>	<b>130.00</b>

**NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR  
ENDED ON 31<sup>st</sup> MARCH, 2023**

In ₹

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
<b>20. EARNINGS PER SHARE</b>		
Net Profit/(Loss) as per Statement of Profit and Loss	7,88,805	1,43,921
Profit/(Loss) available to Equity Shareholders	7,88,805	1,43,921
No. of equity Shares at year end	1,60,79,050	1,60,79,050
Basic Earning Per Share	0.05	0.01
Diluted Earning Per Share	0.05	0.01
Face Value per Equity Share	4.00	4.00
<b>21. CAPITAL MANAGEMENT</b>		
		In ₹ '000
Non current Borrowings	1,51,000.00	1,51,000.00
Current Borrowings	-	-
Trade payables	-	-
Less: cash and cash equivalents	(48,246.33)	(48,782.14)
<b>Net debt</b>	<b>1,02,753.67</b>	<b>1,02,217.86</b>
Total equity capital	64,316.20	64,316.20
<b>Capital and net debt</b>	<b>1,67,069.87</b>	<b>1,66,534.06</b>
<b>Gearing ratio</b>	<b>61.50%</b>	<b>61.38%</b>

**NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31<sup>st</sup> MARCH, 2023**

In ₹ '000

22. RATIOS						
The following are analytical ratios for the year ended March 31, 2023 and March 31, 2022						
Particulars	Numerator	Denominator	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022	Variance	Reason for variance
Current Ratio	Current assets	Current liabilities	61.256	46.862	30.72%	Reduction in current liabilities during the year has led to improvement in the ratio.
Debt-Equity Ratio	Borrowings	Networth (Capital+Reserves)	(0.607)	(0.603)	0.63%	-
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	NA	NA	NA	-
Return on Equity Ratio	Net profits after taxes	Average Shareholder's Equity	0.003	0.001	448.08%	Increase in other income during the year and reduction in administrative expenses have led to improvement in profits.
Inventory turnover ratio	Cost of goods sold	Average Inventory	NA	NA	NA	-
Trade Receivables turnover ratio	Net Sales	Average Debtors	NA	NA	NA	-
Trade payables turnover ratio	Cost of goods sold	Average Creditors	NA	NA	NA	-
Net capital turnover ratio	Net Sales	Working capital	NA	NA	NA	-
Net profit ratio	Profit before tax	Net Sales	NA	NA	NA	-
Return on Capital employed	Profit before interest and tax	Average Capital Employed	0.013	0.002	440.80%	Improvement in profits has led to increase in ratios.
Return on investment	Net return on investment	Cost of investment	NA	NA	NA	-

## NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31<sup>st</sup> MARCH, 2023

<b>23. ADDITIONAL REGULATORY INFORMATION</b>					
<p>i. There are no proceedings that have been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended from time to time) (earlier Benami Transactions (Prohibition) Act, 1988) and the rules made thereunder.</p> <p>ii. The Company has not been declared wilful defaulter by any bank or financial institution or other lender.</p> <p>iii. <b>Relationship with Struck off Companies</b></p>					
Name of struck off Company	Nature of transaction with struck-off Company	Balance outstanding as at March 31, 2023	Relationship with the Struck off company	Balance outstanding as at March 31, 2022	Relationship with the Struck off company
NIL	NIL	NIL	NA	NIL	NA
<p>iv. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, and there are no companies beyond the specified layers.</p>					
<b>24. UTILISATION OF BORROWED FUNDS.</b>					
<p>A. The Company has not advanced or loaned or invested funds (either borrowed funds or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (“Intermediaries”) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:</p> <p>(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”); or</p> <p>(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.</p> <p>B. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (“Funding Party”) with the understanding (whether recorded in writing or otherwise) that the Company shall:</p> <p>(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”); or</p> <p>(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.</p>					
<b>25. UNDISCLOSED INCOME</b>					
<p>The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961). Further, there was no previously unrecorded income and no additional assets were required to be recorded in the books of account during the year.</p>					
<b>26. DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY</b>					
<p>The Company has neither traded nor invested in Crypto currency or Virtual Currency during the financial year ended March 31, 2023. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.</p>					

## NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31<sup>st</sup> MARCH, 2023

27. RELATED PARTY DISCLOSURE	
Details of related parties with whom transactions have taken place during the year:	
Description of relationship	Names of related parties
Holding company(Parent)	CEAT Limited
Director	Mr. V. V. Augustine
Director	Mr. John M. John
Director	Mr. P. A. Krishnamoorthy
Director	Mr. V. Venugopal
Director	Mr. Dillip Modak
Director	Mr. Roopesh Rajan
Director	Mr. Sajish George
Director	Mr. Kurian Joseph
Director	Dr. C. K. Balan

In ₹ `000

Particulars	Name of the Party	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
a. Transactions			
Directors sitting fees paid	Mr. V. V. Augustine	17.50	18.00
Directors sitting fees paid	Mr. John M. John	23.00	20.00
Directors sitting fees paid	Mr. P. A. Krishnamoorthy	6.50	25.00
Directors sitting fees paid	Mr. V. Venugopal	23.50	23.00
Directors sitting fees paid	Mr. Dillip Modak	5.00	10.00
Directors sitting fees paid	Mr. Tom K.Thomas	-	15.00
Directors sitting fees paid	Mr. Sajish George	19.00	-
Directors sitting fees paid	Dr. C. K. Balan	5.00	20.00
Directors sitting fees paid	Mr. Roopesh Rajan	20.00	5.00
Directors sitting fees paid	Mr. Kurian Joseph	20.00	-
Reimbursement of office rent and electricity expenses	CEAT Limited	181.70	151.48
b. Closing balance as on the reporting date			
Unsecured loan (Reclassified):			
12.5% Redeemable cumulative preference shares	CEAT Limited	(1,51,000.00)	(1,51,000.00)
Creditors/Advance:	CEAT Limited	-	(132.61)

**NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR  
ENDED ON 31<sup>st</sup> MARCH, 2023**

In ₹ '000

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>28. CONTINGENT LIABILITIES</b>		
i. Dividend on 12.5% cumulative redeemable preference shares in arrears	1,13,041.78	94,166.78
ii. Income tax matters relating to FY 2020-21	4,704.98	-
<b>29. Previous year figures have been regrouped/ reclassified, where necessary, to conform to this year's classification.</b>		

As per our report of even date

For G. Joseph & Associates

Chartered Accountants  
(Firm Reg. No. 006310S)

**Raphael Sharon**

Partner  
M No. 233286

For and on behalf of the Board of Directors of Rado Tyres Limited

**Sanjay Bhatia**  
CFO

**John M. John**  
Director  
DIN-00584201

**Sajish George**  
Director  
DIN-08449952

**Shikha Gounder**  
Company Secretary

**Dipti Shirodkar**  
Manager

Date : April 26, 2023

Place : Ernakulam

Date : April 26, 2023

Place : Ernakulam











*If undelivered please return to*

**RADO TYRES LIMITED**

Building No. 39/3b, 3b1, Opp. Krishna Hospital,  
Chittoor Road, Cochin -682 011, Kerala, India.  
CIN : U25111KL1986PLC004449