



## **THE RUBBER PRODUCTS LIMITED**

*An ISO 9001:2008 Certified Company*

C-44 & C-44A, Road No. 28, Wagle Industrial Estate, Thane 400604, Maharashtra, INDIA

T: +91 22 2222 5555 E: rpl@rubpro.com W: www.rubpro.com

CIN : L25100MH1965PLC013379

Date : 06.09.2020

To,  
BSE Limited  
Bombay Stock Exchange,  
P. J. Towers, Dalal Street,  
Mumbai-400001.

(Scrip Code: 526496)

Subject: 1- Annual Report of the Company.

2- Notice convening 54<sup>th</sup> Annual General Meeting ("AGM").

Dear Sir/Madam,

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed Notice convening the 54<sup>th</sup> AGM and the Annual Report of the Company for Financial Year 2019-20.

The AGM of the Company will be held on Monday, 28<sup>th</sup> September, 2020, at 11.30 a.m. at Oil seal house, Plot no. a/403, Road no. 28, Wagle estate, Thane, Mumbai - 400604, Maharashtra, India.

For and on behalf of Board of Directors of  
The Rubber Products Limited

  
Akshay Ashokan Veliyil  
Director





# **ANNUAL REPORT**

**2019-20**

# **THE RUBBER PRODUCTS LIMITED**

## **BOARD OF DIRECTORS**

Mr. Jagmeet Singh Sabharwal	▪ Executive Director & CEO
Mr. Akshay Veliyil	▪ Non-Executive Director
Mr. Sarbjit Singh Chaudhary	▪ Independent Director
Ms. Sonal Singh	▪ Independent Woman Director
Mr. Kalpesh Shah	▪ Chief Financial Officer
Mr. Sameer Shinde	▪ Company Secretary (w.e.f. April 9, 2020)

## **AUDITORS**

M/s. Patel, Shah & Joshi  
Chartered Accountants (Erstwhile Auditor)

M/s. CKSP AND CO. LLP  
Chartered Accountants (New Auditor)

## **SECRETARIAL AUDITORS**

M/s. AVS & Associates  
Company Secretaries

## **REGISTERED OFFICE:**

### **The Rubber Products Limited**

Plot No. C-44, Road No. 28, Wagle Industrial Estate,  
Thane (Mumbai) – 400 604, Maharashtra - India  
Email: [rpl@rubpro.com](mailto:rpl@rubpro.com)  
Tel No +91 -22 -2222 5555

## **REGISTRARS & SHARE TRANSFER AGENTS**

### **M/s. Adroit Corporate Services Pvt. Ltd.**

19/20 Jaferbhoy Ind. Estate, 1st floor,  
Makwana Road, Marol, Andheri (E),  
Mumbai – 400 059, India.  
Tel No: +91-22- 4227 0400  
Fax: 4227 0401

E-mail: [info@adroitcorporate.com](mailto:info@adroitcorporate.com)  
Web: [www.adroitcorporate.com](http://www.adroitcorporate.com)

## **SHARES LISTED AT:**

Stock Exchange                      -                      BSE Limited

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 54<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE RUBBER PRODUCTS LIMITED WILL BE HELD ON MONDAY, 28<sup>th</sup> SEPTEMBER, 2020 AT 11:30 A.M. AT OIL SEAL HOUSE, PLOT NO. A/403, ROAD NO. 28, WAGLE ESTATE, THANE - 400604, MAHARASHTRA, INDIA

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### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 including audited Balance sheet as at 31<sup>st</sup> March, 2020 and the statement of Profit & Loss A/c for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Akshay Veliyil (DIN: 07826136) who retires by rotation and being eligible offers himself for re-appointment as a Director.
3. To appoint **M/s. CKSP AND CO. LLP**, Chartered Accountants, (Firm Registration Number: 131228W / W100044) as statutory auditors of the Company and fix their remuneration and for that purpose to pass with or without modification (s) the following resolution, as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to provisions of Section 139 of the Companies Act, 2013 and other applicable provisions of the Act, if any and the rules made there under as amended from time to time, the end of tenure of M/s. Patel Shah & Joshi, Chartered Accountants, Mumbai (FRN: 107768W) on the conclusion of ensuing AGM be and is hereby noted.

**RESOLVED FURTHER THAT** pursuant to provisions of Section 139, 142 of the Companies Act, 2013 and other applicable provisions of the act, if any and the rules made there under as amended from time to time, and pursuant to the recommendations of Audit Committee and Board of Directors of the Company, **M/s. CKSP AND CO. LLP**, Chartered Accountants, (Firm Registration Number: 131228W / W100044) be and is hereby appointed as a as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held for the financial year ended 31<sup>st</sup> March, 2025 in the Financial Year 2025-26 at a remuneration and other terms as may be determined by the Audit Committee and Board of Directors of the Company.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

## **SPECIAL BUSINESS**

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

**“RESOLVED THAT** In partial modification of the resolution passed at the 53<sup>rd</sup> Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2019 (Adjourned on 30<sup>th</sup> September, 2019) for appointment and remuneration payable to Mr. Jagmeet Singh Sabharwal (DIN:00270607), Executive Director and pursuant to the applicable provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors and subject to such approvals, permissions and sanctions as may be required, considering the financial position of the Company, No remuneration shall be paid to Mr. Jagmeet Singh Sabharwal, Executive Director of the Company for the financial year 2020-21 and 2021-22.

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

### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ONLY, INSTEAD OF HIMSELF/HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING AT THE REGISTERED OFFICE OF THE COMPANY**

**A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY AS APPLICABLE. THE PROXY-HOLDER SHALL PROVE HIS/HER IDENTITY AT THE TIME OF ATTENDING THE MEETING.**

**CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING ARE REQUESTED TO ENSURE THAT THE AUTHORIZED REPRESENTATIVE CARRIES A DULY CERTIFIED TRUE COPY OF THE BOARD RESOLUTION, POWER OF ATTORNEY OR SUCH OTHER VALID AUTHORIZATIONS UNDER SECTION 113 OF THE {INDIAN} COMPANIES ACT, 2013, AUTHORIZING THEM TO ATTEND AND VOTE AT THE MEETING. IN TERMS OF THE PROVISIONS OF THE COMPANIES ACT, 2013, THE REPRESENTATIVES OF CORPORATE MEMBERS WITHOUT PROPER AUTHORIZATION, SUCH AS BOARD RESOLUTION OR POWER OF ATTORNEY OR SUCH OTHER VALID AUTHORIZATION, MAY NOT BE ABLE TO ATTEND THE MEETING.**

2. Members/proxies should bring duly attendance slip sent herewith to attend the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 21<sup>st</sup> September, 2020 to Monday, 28<sup>th</sup> September, 2020 (both days inclusive).
4. Members holding shares in physical form are requested to notify the change, if any, in their address and blank mandate details to the Registrar and Share Transfer Agent ('RTA'), M/s. Adroit Corporate Services Pvt. Ltd. at 19, Jaferbhoy Industrial Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400 059, Maharashtra, India.
5. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s. Adroit Corporate Services Pvt. Ltd at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
6. Members are requested to bring their copy of the Annual Report to the Annual General Meeting (AGM).
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
8. Members seeking any information on the Accounts are requested to write to the Company, which should reach the Company at least one week before the date of the Annual General Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Annual General Meeting.
9. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the businesses under Item No. 4 to the Notice is Annexed hereto.
10. Members are requested to immediately intimate changes, if any, in their registered addresses along with pin code number to the Company. Members holding shares in dematerialized mode are requested to intimate the same to their respective Depository Participants.

11. The Notice of the AGM along with the Annual Report 2019-20 sent by electronic method (E-Mail) as per the General Circular No. 20/2020 issued by the Ministry of Corporate Affairs on dated 05<sup>th</sup> May, 2020 read with General Circular No. 17/2020 dated April 13, 2020 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by Securities Exchange Board of India.
12. All documents referred to in the accompanying Notice and the Explanatory shall be made available to the concerned members on request to the Company by writing on company email id **[rpl@rubpro.com](mailto:rpl@rubpro.com)**
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
14. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

**15. Voting through electronic means:**

In compliance with the provisions of Section 108 of the Act and the rules made there under, the Members are provided with the facility to cast their vote electronically, through the e-Voting Services provided by Central Depository Services (India) Limited (CDSL) on all resolutions set forth in this Notice.

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

- (i) The voting period begins on Friday, 25<sup>th</sup> September, 2020 at 09:00 a.m. IST and ends on Sunday, 27<sup>th</sup> September, 2020 at 5:00 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, 21<sup>st</sup> September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website **[www.evotingindia.com](http://www.evotingindia.com)**
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip / Address Sticker indicated in the PAN field.</li></ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (viii) After entering these details appropriately, click on **“SUBMIT”** tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **200906003<EVS>** for the relevant **<The Rubber Products Limited>** on which you choose to vote.



- (xii) 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.
- (xiii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **Other Instructions**

- A) The voting rights of Members shall be in proportion to their share of the paid up share capital of the Company as on Monday, 21<sup>st</sup> September, 2020.
- B) Mr. Vijay Yadav, Partner of M/s. AVS & Associates, Practicing Company Secretaries (Membership No.39251) has been appointed as the Scrutinizer to scrutinize the voting process (remote e-voting before AGM and e-voting at the time of AGM) in a fair and transparent manner.

- C) Any person, who acquires the shares of the Company and become member of the Company after dispatch of notice and holding shares as on the Cut-off date i.e. Monday, 21<sup>st</sup> September, 2020 may obtain the login ID and password by sending the request at the email id [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Scrutinizer Mr. Vijay Yadav at [Vijay.Yadav@avsassociates.co.in](mailto:Vijay.Yadav@avsassociates.co.in)
- D) The Scrutinizer shall, within a period not exceeding two days from the conclusion of the e-voting period shall make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company/AGM.
- E) With respect to General Circular No. 20/2020 issued by the Ministry of Corporate Affairs on dated 5th May, 2020, the facility for voting at the time of AGM through e-voting system shall be made available at the AGM and the members attending the AGM who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through e-voting System.
- F) Member can opt for only one mode of voting i.e. either through remote e-voting or e-voting System at the time of AGM. If a Member casts votes by both modes, then voting done through e-voting shall prevail and e-voting System shall be treated as invalid.
- G) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be eligible to cast their vote again.
- H) The Results declared along with Scrutinizer's Report (s) will be available on the website of the Company ([www.rubpro.com](http://www.rubpro.com)) within two days of passing of resolutions and communication of the same to the BSE Limited.

By Order of the Board of Directors  
For **THE RUBBER PRODUCTS LIMITED**

SD/-

Place : Thane  
Date : 28/08/2020

Jagmeet Singh Sabharwal  
Director  
DIN: 00270607

**Registered Office:**

Plot-C44, Road No.28, Wagle  
Industrial Estate, Thane - 400604

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

**Item No. 4:**

Mr. Jagmeet Singh Sabharwal (DIN: 00270607) was appointed as Executive Director of the Company in 53<sup>rd</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2019 (Adjourned on 30<sup>th</sup> September, 2019), liable to retire by rotation with no remuneration for the financial year 2019-20. During year 2019-20, the Company has not generated any revenue from its business operation as well as the Company is still looking for better opportunities in business operations as management are in process for revival of the Company. So considering this situation of the Company and after having detailed discussion with Mr. Jagmeet Singh Sabharwal, the nomination and remuneration committee of the Company has recommended and subsequently the Board of Directors has approved and proposed that No remuneration shall be paid to Mr. Jagmeet Singh Sabharwal, Executive Director of the Company for the financial year 2020-21 and 2021-2022.

In terms of pursuant to provisions of Section 196, 197, 198 and other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the proposed modification in remuneration requires approval of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Except Mr. Jagmeet Singh Sabharwal, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

Since, the Company is not paying any remuneration to Mr. Jagmeet Singh Sabharwal, hence, the details as required under Section II of Part II of Schedule V of the Companies Act, 2013 for Item No. 4 of the Notice is not furnished.

The Board recommends the **Ordinary Resolution** set out at **Item No. 4** of the accompanying Notice in the interests of the Company.

By Order of the Board of Directors  
For **THE RUBBER PRODUCTS LIMITED**

SD/-

Place : Thane  
Date : 28/08/2020

Jagmeet Singh Sabharwal  
Director  
DIN: 00270607

**Registered Office:**

Plot-C44, Road No.28, Wagle  
Industrial Estate, Thane - 400604

## ANNEXURE TO THE NOTICE

**Details of Director (s) seeking appointment/re-appointment at the Annual general Meeting (pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of Secretarial Standard - 2):**

Particulars	Jagmeet Singh Sabharwal	Akshay Ashokan Veliyil
<b>Age</b>	48 Years	50 Years
<b>Nature/Experience in functional area</b>	21 Years in Oil seals, Hydraulic Cylinders, V-Belts & Transmissions	20 Years in Oil seals, Hydraulic Cylinders, V-Belts & Transmissions
<b>Qualification</b>	Accounts degree from Mumbai University and a Diploma from London.	Diploma in Polymer Technology from London
<b>Terms and Condition of Appointment &amp; Last Remuneration</b>	Executive Director of the Company pursuant to NCLT, Mumbai Bench order dated 19.02.2019  Last Remuneration Drawn - Nil	Non- Executive Director of the Company pursuant to NCLT, Mumbai Bench order dated 19.02.2019  Last Remuneration Drawn - Nil
<b>Remuneration sought to be paid</b>	Nil	Nil
<b>Directorship in other Companies including Listed Company</b>	Max Spare Limited The Rubber Products Limited Accolade Properties Private Limited Gowal Consulting Services Private Limited INCO Colours (India) Private Limited B.R. Steel Products Private Limited	Max Spare Limited United Van Der Horst Limited
<b>Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee)</b>	Max Spare Limited <b>Committee:</b> Nomination Remuneration Committee  <b>United Van Der Horst Limited Committee:</b> 1. Audit Committee 2. Stakeholder Relationship Committee 3. Nomination Remuneration Committee	<b>United Van Der Horst Ltd.</b>  1. Stakeholder Relationship Committee 2. Nomination Remuneration Committee
<b>No. of Shares held in the Company as on June 30, 2020</b>	20,43,950	100
<b>First Appointment by the Board/NCLT</b>	22/02/2019	22/02/2019
<b>Relationship with other Director, Manager &amp; KMP</b>	No Relation	No Relation
<b>Board Meeting attended (F.Y. 2019-20)</b>	Nine	Nine
<b>Justification for appointment of Independent Director</b>	Not Applicable	

**Land Mark: EMCO Limited**

**ROUTE MAP:**



**FORM NO MGT-11****PROXY FORM**

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

CIN: L25100MH1965PLC013379

Name of the Company: The Rubber Products Limited

Regd. Office: Plot-C44, Road No.28, Wagle Industrial Estate, Thane - 400604

Email: rpl@rubpro.com

Website: www.rubpro.com

Tel.: 022-25822551

Fax : 022-2582 0876

Name of the Member(s):	
Registered Address:	
E mail Id:	
Folio No / Client ID:	
DP ID:	

I / We, being the member(s) of shares of the above named company, hereby appoint:

Name: ..... Address: ..... or failing him

Name: ..... Address: ..... or failing him

Name: ..... Address: .....

as my/our proxy to attend and vote including e-voting for me/us and on my/our behalf at the 54<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, 28<sup>th</sup> September, 2020 at 11:30 A.M. at Oil Seal House, Plot No. A/403, Road No. 28, Wagle Estate, Thane, Mumbai - 400604, Maharashtra, India and at any adjournment thereof in respect of the such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
<b>Ordinary Business</b>			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 including audited Balance sheet as at 31st March, 2020 and the statement of Profit & Loss A/c for the year ended on that date and the Report of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Akshay Veliyil (DIN: 07826136) who retires by rotation and being eligible offers himself for re-appointment as a Director.		
3.	To appoint M/s. C K S P AND LLP, Chartered Accountants, Mumbai (FRN: 131228W / W100044 ) as statutory auditors of the Company and fix their remuneration.		
<b>Special Business</b>			
4.	To fix and determine the remuneration of Mr. Jagmeet Singh Sabharwal, Executive Director (DIN: 00270607) of the Company for the financial year 2020-21 & 2021-22		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2020

Signature of the Shareholder. \_\_\_\_\_

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

**Please affix the  
Revenue  
Stamp of Re. 1**

**Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**

## **The Rubber Products Limited**

CIN: L25100MH1965PLC013379

Regd. Office: Plot-C44, Road No.28, Wagle Industrial Estate, Thane - 400604

Tel. 022-25822551, Fax: 022-2582 0876 Website: **www.rubpro.com**

### **54<sup>th</sup> ANNUAL GENERAL MEETING**

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

<b>Name</b>	
<b>Address</b>	
<b>No. of Shares held</b>	
<b>DP ID No.</b>	
<b>Client Id No</b>	
<b>Regd. Folio No</b>	

I certify that I am a member/ proxy / authorized representative for the member of the Company.

I hereby record my presence at the 54<sup>th</sup> Annual General Meeting of The Rubber Products Limited on Monday, 28<sup>th</sup> September, 2020 at 11:30 A.M. at Oil Seal House, Plot No. A/403, Road No. 28, Wagle Estate, Thane, Mumbai - 400604, Maharashtra, India.

\_\_\_\_\_  
Name of the Member / proxy (in block letters)

\_\_\_\_\_  
Signature of the Member / Proxy



**INSTRUCTIONS:**

1. Proxy form shall be deposited with the Company either in person or through post not later than forty-eight hours before the commencement of the Meeting in relation to which they are deposited.
2. A Proxy form which does not state the name of the Proxy shall not be considered valid.
3. Undated Proxy shall not be considered valid.
4. An instrument of Proxy is valid only if it is properly stamped as per the applicable law.
5. Client ID/DP ID is not required to fill. Fill only Folio No. in Proxy Form and Attendance Slip.
6. Proxy form should be signed by the Shareholders and Proxy Holder. Attendance Slip should be signed by members/proxy holder along with name in block letters.
7. The Proxy-holder shall prove his identity at the time of attending the Meeting.
8. Polling Paper for voting will be provided at the venue of the Meeting.
9. If multiple proxies received for the same Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.
10. Shareholders are requested to bring copy of Pan Card (self-certified) in the meeting as identity proof.

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## **DIRECTORS' REPORT**

To,  
The Members  
**The Rubber Products Limited**

The Directors are presenting their 54<sup>th</sup> Annual Report on the business and operations of your company and the Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2020.

### **Financial Summary/Highlights:**

During the financial year, the performance of the Company is as under:

(Amounts in Lakhs)		
Particulars	2019-2020	2018-19
Total Income	32.57	-
Less: Expenses	243.22	-
<b>Profit/ (Loss) before exceptional and extraordinary items and tax</b>	(210.65)	-
Exceptional items	-	-
<b>Profit/(Loss) before extraordinary items and tax</b>	(210.65)	-
Less: extraordinary items	-	-
<b>Profit before tax</b>		-
Current Tax	-	-
Deferred Tax	-	-
<b>Total Profit (Loss) After Taxation</b>	(210.65)	-

### **Overview of Company's Financial Performance:**

During the year under review, total Income of the Company was Rs. 32.57 Lakhs and the Company has suffered a net loss of Rs.210.65 Lakhs in the current financial year. In previous year Company has not generated any Revenue from its Sales and Revenue due to the Corporate Insolvency Resolution Process.

### **Transfer to reserves:**

During the year, the Company has suffered a loss due to which there is no transfer to reserves.

**Impact of Covid-19:**

The Company is mainly engaged in the business of providing manufacturers, exporters and suppliers of world class Molded Items, Extruded Items, Coated Fabrics Rubber Hoses, Inflatable Items, and Molded Items. In the recent past, management of the Company has been changed with respect to Resolution plan of the Company under Corporate Insolvency Resolution Process of Insolvency and Bankruptcy Code, 2016 and the same has been approved by National Company Law Tribunal (“NCLT”) Mumbai Bench vide its order dated 19.02.2019. New management of the Company not yet start the operational and business activities of the Company and still looking for various possibilities to start business opportunities for the Company. However, due to the uncertainties during this pandemic COVID-19, which continues to be a national and global crisis, we are unable to gauge the overall economic impact in the near term, and it may further impact on our business when Company starts the business.

**Dividend:**

Due to loss incurred by the Company, your Directors did not recommend any dividend on the equity shares for the year ended March 31, 2020.

**Change in the nature of business:**

There has not been any change in the nature of business of the Company during the Financial Year ended on 31<sup>st</sup> March, 2020.

**Public Deposits:**

During the financial year 2019-2020, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

**Subsidiaries, Associate and Joint venture Companies:**

As on March 31, 2020, The Cosmos India Rubber Works Private Limited (‘Cosmos India’) is an Associate Company of the Company. Further, the accounts of Cosmos India are not considered for consolidation as the management is of the opinion that the accounts are not material in nature as well as there is no business operations in the Cosmos India and held the Investment as Non- Current Assets held for sale as per IND AS 105. Subsequently, statement under the provisions of Section 129(3) of the Companies Act, 2013, containing salient features of the financial statements of the Company’s subsidiary(ies) in “**Form AOC-1**” is not furnished.

**Directors and Key Managerial Personnel:**

During the financial year 2019-20, there is no change in the composition of Director & Key managerial Personnel of the Company except the followings:

**Appointment of Mr. Jagmeet Singh Sabharwal (DIN:00270607) as Director of the Company:**

Appointment of Mr. Jagmeet Singh Sabharwal(DIN:00270607) as Director of the Company which was approved by Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated February 19, 2019 for approval of Resolution Plan of the Company under Section 31 of the Insolvency and Bankruptcy Code, 2016 has been accepted and approved by the shareholders as Executive Director of the Company in their 53<sup>rd</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2019 (Adjourned on 30<sup>th</sup> September, 2019) by passing of Ordinary Resolution.

**Appointment of Mr. Akshay Ashokan Veliyil (DIN:07826136) as Director of the Company:**

Appointment of Mr. Akshay Ashokan Veliyil (DIN:07826136) as Director of the Company which was approved by Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated February 19, 2019 for approval of Resolution Plan of the Company under Section 31 of the Insolvency and Bankruptcy Code, 2016 has been accepted and approved by the shareholders as Non-Executive Director of the Company in their 53<sup>rd</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2019 (Adjourned on 30<sup>th</sup> September, 2019) by passing of Ordinary Resolution.

**Appointment of Ms. Sonal Singh (DIN:01277322) as Director of the Company:**

Appointment of Ms. Sonal Singh (DIN:01277322)as Director of the Company which was approved by Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated February 19, 2019 for approval of Resolution Plan of the Company under Section 31 of the Insolvency and Bankruptcy Code, 2016 has been accepted and approved by the shareholders as Independent Woman Director of the Company in their 53<sup>rd</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2019 (Adjourned on 30<sup>th</sup> September, 2019) by passing of Ordinary Resolution.

**Appointment of Mr. Sarbjit Singh Chaudhary (DIN:01259845)as Director of the Company:**

Appointment of Mr. Sarbjit Singh Chaudhary (DIN:01259845) as Director of the Company which was approved by Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated February 19, 2019 for approval of Resolution Plan of the Company under Section 31 of the Insolvency and Bankruptcy Code, 2016 has been accepted and approved by the shareholders as Independent Director of the Company in their 53<sup>rd</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2019 (Adjourned on 30<sup>th</sup> September, 2019) by passing of Ordinary Resolution.

Further, pursuant to order of Hon'ble National Company Law Tribunal, Mumbai Bench dated February 19, 2019 for approval of Resolution Plan of the Company under Section 31 of the Insolvency and Bankruptcy Code, 2016, based on recommendation of Nomination and Remuneration Committee, Audit Committee, Board of Directors has approved the Appointment of Mr. Jagmeet Singh Sabharwal as Managing Director of the Company for a period of three years w.e.f09th April, 2020 to 08th April, 2023 as well as Chief Executive Officer of the Company.

As per the requirement of section 203 of the Companies Act,2013 and rules made there under, based on the recommendation of Nomination and Remuneration Committee, the Board has approved an appointment of Mr. Sameer Shinde as Whole-Time Company Secretary & KMP of the Company with effect from April 9, 2020.

Continuing further, Mr. Jagmeet Singh Sabharwal has resigned from the designation of Managing Director of the company w.e.f. 28<sup>th</sup> August, 2020.

**Retirement by Rotation:**

Mr. Akshay Veliyil, Non-Executive Director of the Company being longest in the office is liable to retire by rotation.

**Declaration by Independent Directors:**

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act 2013 that he/ she meets the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 along with declaration received pursuant to sub rule (3) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015). The Independent Directors have also confirmed that they have complied with the Company's code of conduct.

**Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:**

No significant and material order is passed by any regulator or court or tribunal in financial year 2019-2020 which would impact going concern status and Company's operation of the Company in future.

**Adequacy of Internal Financial Control:**

The Company has in place Internal Financial Control system commensurate with size, scale and complexity of its operations to ensure proper recording of financial and operational information & compliance of various internal controls, statutory compliances and other regulatory compliances. During the year under review, no material or serious observation has been received from the Statutory Auditor of the Company for inefficiency or inadequacy of such controls. Further, subject to the matters described by Statutory Auditor in their report on the financial statements of the Company, 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.

**Committees of the Board:**

SEBI (Listing Obligations and Disclosure Requirements) 2015 ('Listing Regulations') prescribed various committees with the aim of bringing basic framework governing the regime of listed entities in line with the Companies Act, 2013 and compiling all the mandates of SEBI regulations /circulars governing equity. Considering this, committees formed as required under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) 2015 are as follows.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

Recommendations of all Committees have been accepted by the Board.

**Compositions of Committee are as follows:**

**Audit Committee**

Name of Member	Designation	Capacity
Mr. Sarbjit Singh Choudhary	Independent Director	Chairman
Mr. Jagmeet Singh Sabharwal	Executive Director	Member
Ms. Sonal Singh	Independent Director	Member

**Nomination and Remuneration Committee**

Name of Member	Designation	Capacity
Mr. Akshay Veliyil	Non-Executive Director	Chairman
Mr. Sarbjit Singh Choudhary	Independent Director	Member
Ms. Sonal Singh	Independent Director	Member

**Stakeholders Relationship Committee**

Name of Member	Designation	Capacity
Mr. Akshay Veliyil	Non-Executive Director	Chairman
Mr. Jagmeet Singh Sabharwal	Executive Director	Member
Mr. Kalpesh Shah	CFO	Member

**Vigil Mechanism:**

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior hence, Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. Pursuant to the provisions of Section 178(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 22 of the Listing Regulations, the Company has adopted a “Whistle Blower Policy”, to provide formal vigil mechanism to the Directors and employees of the Company, to report their genuine concern of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, unethical behavior, actual or suspected fraud, or violation of the Company’s code of conduct etc .The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company at [www.rubpro.com](http://www.rubpro.com)

**Particulars of remuneration to employees:**

Pursuant to provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the particulars of remuneration to the Directors and employees of the Company and the details of the ratio of remuneration of each director to the median employee’s remuneration is not required to annexed herewith with this Report as the Company does not have any employee on its payroll as on March 31, 2019 & March 31, 2020.

**Particulars of contracts or arrangements made with related parties:**

During the Financial Year 2019-2020, all Transactions entered with the related parties were at arm's length basis and were in the ordinary course of the business. Prior/Omnibus approvals are granted by the Audit Committee for all the related party transactions which are of repetitive nature, entered in the ordinary course of business and are on arm's length basis in accordance with the provisions of the Companies Act, 2013 read with the rules made there under and Policy of the Company for Related Party Transactions. During the year under review, the Company has not entered into any transactions which are material in nature under section 188 of the Companies Act, 2013 and rules made thereunder. Hence, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in '**Form AOC-2**' is not applicable. However, the details of such related party transactions are available in the Notes to the Standalone financial statements section of this Annual Report.

**Extract of Annual Return:**

In accordance with Section 134(3) (a) of the Companies Act, 2013 read with Companies (Management and Administration) Rule, 2014, every company is required to attach an extract of annual return in form MGT-9 to company's board report. An extract of the Annual return in the prescribed format is annexed herewith as '**Annexure - A**' to the Board's report. Further, Annual Return of the Company also available the website of the Company at [www.rubpro.com](http://www.rubpro.com)

**Explanations by the Board on qualification, reservation or adverse remark or disclaimer made by the Statutory Auditor:**

**Auditors in their report:**

There is no qualification or adverse remark or disclaimer made by the auditor in his report on the financial statement of the Company for the financial year ended on 31<sup>st</sup> March, 2020. Further, the term of M/s. Patel Shah & Joshi, Chartered Accountants, Mumbai (FRN: 107768W) statutory auditor of the Company is completed. Hence, the board recommends the appointment of M/s. CKSP AND CO. LLP, Chartered Accountants, (Firm Registration Number: 131228W / W100044) as Statutory Auditor of the Company from the conclusion of this ensuing Annual General Meeting till the conclusion of Annual General Meeting to be held for the financial year ended 31<sup>st</sup> March, 2025 in the Financial Year 2025-26. The auditor have confirmed their eligibility, limits as prescribed in the Companies Act, 2013 and that they are not disqualified from continuing as Auditors of the Company.

**Secretarial Auditor:**

Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates to obtain Secretarial Audit Report from Practicing Company Secretary. The Board of Directors have appointed M/s AVS & Associates, Practicing Company Secretary, as a Secretarial Auditor for the financial year 2019-2020.

Secretarial Audit Report issued by M/s. AVS & Associates, Practicing Company Secretaries in Form MR-3 for the financial year 2019-2020 forms part to this report as '**Annexure B**'. Qualification or adverse remark or disclaimer made by the auditor in his report and reply of the management on the same are as follows:

Observations	Director Reply
As on March 31, 2020, the Company has not appointment Internal Auditor under Section 138 and Whole-Time Key Managerial Personnel's as required under section 203 of Companies Act, 2013.	Management has taken reasonable steps to appoint suitable candidates/persons for the said position considering the financial position of the Company. As on date, the Company has Internal Auditor and Whole-Time Key Managerial Personnel's in place as required under the Companies Act, 2013.
Company has not availed remote e-voting facility and also not made newspaper publications for the EGM held on March 21, 2020 as required under Sec.108 of the Companies Act, 2013 and rules made thereunder. Further Proceedings, outcome and voting result for the said EGM have been submitted in delay to BSE Ltd.	As on date of EGM there were only seven promoter shareholders of the Company and considering the emergency of business matter, the company has transacted the said business in duly conveyed EGM at shorter notice and voting has been done through poll. Newspaper publication was not made since remote e-voting was not availed. Delay made in submissions of Proceedings, outcome and voting result to BSE Limited was totally unintentional, the Company will take due care for the same in future.
The Company has not prepared consolidated financial results and statement w.r.t. The Cosmos India Rubber Works Pvt. Ltd, which is an associate company for the year 2018-19 and 2019-20.	Accounts of The Cosmos India Rubber Works Pvt. Ltd are not material in nature as well as there is no business transactions in the Cosmos India from many years. Further, the new management (After NCLT Order) has not received proper handover w.r.t. Cosmos India from old management (Before NCLT Order). Hence, considering immaterial of accounts, zero business transactions and non availability of authenticated data, details & documents, the accounts of The Cosmos India Rubber Works Pvt Ltd has not been considered for the consolidation by the management.
The structured digital database as required to be maintained under Regulation 3(6) of SEBI (PIT) Regulation, 2015 not maintained as on 31 <sup>st</sup> March, 2020.	Pursuant to NCLT, Mumbai Bench order dated 19.02.2019, there are only 7 Promoter Shareholders in the Company as well as all the shares are under lock in till September 30, 2021 pursuant to Chapter V of SEBI (ICDR) Regulations, 2018. The Company is also suspended from trading at BSE since year 2017. So, taking of undue benefit/advantages of UPSI is not relevant for the company shares. Hence, instead of taking structured digital database, the Company is maintaining excel sheet with password protected for ensuring requirements of Regulation 3(6) of SEBI (PIT), 2015.



**Employees Stock Option Scheme (ESOS), Sweat Equity & Shares having differential voting rights:**

During the year, your Company has not issued any shares to the employees of the Company under the Employee Stock Option Scheme, Sweat Equity and with differential voting rights. However, the Board of Directors of the Company in their meeting held on March 19, 2020 has issued & allotted 40,88,400 equity shares to the new seven promoter shareholders due to cancellation of all existing 40,88,400 equity shares (Promoters & Public) of the Company including all rights and privileges of shareholders on such shares pursuant to Resolution Plan approved under Section 31 of the Insolvency and Bankruptcy Code, 2016 by Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT, Mumbai") vide its order dated 19.02.2019 and Hon'ble National Company Law Appellate Tribunal, New Delhi Bench ("NCLAT, New Delhi") vide its order dated June 11, 2019. The Company got the Listing Approval for the aforesaid new allotted shares from BSE Limited on May 19, 2020.

**Management Discussion and Analysis:**

Pursuant to Regulation 34(3) read with Schedule V(B) of the Listing Regulations, a separate report on Management Discussion and Analysis ('MDA') forms part of this Annual Report is annexed herewith as '**Annexure C**'.

**Corporate Governance Report:**

Since, the Company's Paid up Equity Share Capital is not exceeding Rupees Ten Crores and Net Worth not exceeding Rupees Twenty Five Crores, Hence, pursuant to sub-regulation 2 of regulation 15 of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a report on corporate governance under para C of Schedule V of Annual Report is not applicable to the Company. Hence, Report of Company on Corporate Governance and its related certificates/confirmations have not been furnished with this Annual Report.

**Number of Meetings of the Board:**

During the financial year, 9 (Nine) Board Meetings were held. Dates of the board meetings are as follows:

No	Dates of Board Meeting
1.	15/04/2019
2.	30/05/2019
3.	12/08/2019
4.	29/08/2019
5.	14/11/2019
6.	04/02/2020
7.	13/02/2020
8.	19/03/2020
9.	21/03/2020

**Director's Responsibility Statement:**

Pursuant to the requirement of Section 134(3) (c) of the Companies Act 2013, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- a) That in the preparation of the accounts for the financial year ended on 31<sup>st</sup> March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures,
- b) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and Fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2020 and of the profit/loss of the Company for the year ended on that date;
- c) that the Directors had taken proper and sufficient care 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;
- d) that the Directors had prepared the annual accounts for the financial year ended on 31<sup>st</sup> March, 2020 on a 'going concern' basis.
- e) that Directors had laid down adequate financial controls and that the financial controls were adequate and were operating effectively.
- f) that Directors had devised proper systems to ensure compliance with the provisions of all applicable laws, all applicable secretarial standards were in place and were adequate and operating effectively.

**Policy on Director's appointment and remuneration:**

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with the rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The said Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The Policy Nomination and Remuneration available on the website of the Company at **[www.rubpro.com](http://www.rubpro.com)**

**Particulars of loans, guarantees or investments under Section 186:**

Details of loans, guarantees and investments made, if any, under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on 31st March, 2020, are set out in Notes to the Financial Statements of the Company.

**Corporate Social Responsibility:**

The Company is not falling in any criteria as mentioned in Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 of the Act. Hence, provision of CSR is not applicable to the Company.

**Details in respect of frauds reported by auditors under section 143(12):**

During the year, Statutory Auditor of the Company has not reported any fraud as specified under the second proviso of Section 143 (12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

**Disclosure under Sexual Harassment Act:**

The Company is in process for set up of Internal Complaints Committees in line with the requirement The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year, there was no case reported during the year under review under the said Policy.

**Material changes and commitments affecting financial position between the end of the financial year and date of report:**

There has been no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which financial statements relate and the date of this report except the Company has issued a corporate guarantee for an amount of Rs.20,00,00,000/- (Rupees Twenty Crores Only) to Kotak Mahindra Bank Limited in respect of the term loan Facility granted to Max Spare Limited. The said amount of corporate guarantee was further extended to Rs. 48,00,00,000/- (Rupees Forty Eight Crores Only). Aforesaid guarantee given to Kotak Mahindra Bank Limited on behalf of Max Spare Limited by the Company is in compliance of applicable provisions of the Companies Act, 2013.

## **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo:**

### **A. Conservation of Energy Technology Absorption:**

- **Steps taken or impact on conservation of energy:**

During the year, the management of the company was totally involved in the process for its revival, clearing of its debts, deal with the worker, statutory authorities etc. Hence, business operations were not carried out. However, on routine basis the company always has taken its best possible efforts for conservation of energy and some are like:

- Use of Energy efficient LED Lights
- Use of Natural Ventilation
- Switch off electrical appliances, whenever not required

- **The steps taken by the Company for utilizing alternate sources of energy:**

During the Year, the Company has not taken any steps for utilizing alternate sources of energy except the Company is in process for evaluating other sources of energy like solar panel etc.

- **Capital investment on energy conservation equipment's:**

During the year, the Company has not made any investments in the energy conservation equipment's which is Capital in nature.

### **B. Technology Absorption:**

The Company has no activity regarding technology absorption. The Company has not incurred any expenditure on research and development activity till March 31, 2020 since, the management was in process for revival of the company.

### **C. Foreign exchange earnings and outgo:**

The foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgoes during the year in terms of actual outflows are as follows:

**Earnings:** Nil

**Expenditure:** Nil

**Risk Management and Compliance Framework:**

As per provisions of the Companies Act, 2013, the Company has laid down the procedures to inform to the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan for the Company. The main objective is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. The Audit Committee and the Board of Directors periodically review the various risk associates with business of the Company. Such review includes risk identification, evaluation and mitigation of the risk.

**Secretarial standards compliance:**

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has devised proper system to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

**Cost Records:**

During the financial year, the Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

**Board Evaluation:**

Pursuant to the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, Board Committees and Individual Directors and Chairperson. The evaluation process inter alia considers attendance of Directors at Board and committee meetings, acquaintance with business, communicating inter se board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, etc., which is in compliance with applicable laws, regulations and guidelines. The performance of each Committee was evaluated by the Board.

The performance evaluation of the Independent Directors was also carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman, Board and the Non Independent Directors was carried out by the Independent Directors at their respective meeting held on February 13, 2020. The Policy for Evaluation of performance of Board of Directors of the Company is available at website of the Company **[www.rubpro.com](http://www.rubpro.com)**

**Acknowledgment:**

The Board of Directors take this opportunity to place on record their appreciation to all shareholders of the Company, viz, customers, investors, banks, regulators, suppliers, and other business associates for the support received from them during year under review. The Directors also wish to place on record their deep sense of gratitude and appreciation to all employees for their commitment and contribution towards achieving the goals of the Company.

**On behalf of the Board of Directors  
The Rubber Products Limited**

**SD/-**

**Jagmeet Singh Sabharwal  
Director  
DIN: 00270607  
Add: C/o: Plot-C 44, Road No.28,  
Wagle Industrial Estate,  
Thane - 400604**

**SD/-**

**Akshay Ashokan Veliyil  
Director  
DIN: 07826136  
Add: C/o: Plot-C 44, Road No.28,  
Wagle Industrial Estate, Thane - 400604**

**Date: 28/08/2020  
Place: Thane**

**'Annexure – A'**

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended on 31<sup>st</sup> March, 2020**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	L25100MH1965PLC013379
ii)	Registration Date	09/12/1965
iii)	Name of the Company	The Rubber Products Limited
iv)	Category / Sub-Category of the Company	Company having share capital/Indian Non - Government Company
v)	Address of the Registered office and contact details	Plot-C 44, Road No.28, Wagle Industrial Estate, Thane - 400604 , Maharashtra, India, Tel. 91-22-25822553
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Adroit Corporate Services Pvt. Ltd. 19 Jaferbhoy Ind. Estate, 1st floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059, India. Tel No: +91-22- 28596060 Fax: +91 (0)22 28503748

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
-	-	-	-

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

SR. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	%of shares held	Applicable Section
1	The Cosmos India Rubber Works Private Limited	U25100MH1946PTC005104	Associate	48.84%	2(6)

### IV. SHAREHOLDINGPATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1)Indian									
a)Individual/ HUF	-	-	-	-	4088200	-	4088200	99.99	99.99
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	1494960		1494960	36.57	100		100	0.002	0.002
e) Banks / FI	589191		589191	14.41	-	-	-	-	-
f) Any other (Firm)	-	-	-	-	100		100	0.002	0.002
<b>Sub- Total (A) (1):</b>	<b>2084151</b>		<b>2084151</b>	<b>50.98</b>	<b>4088400</b>	<b>-</b>	<b>4088400</b>	<b>100</b>	<b>49.02</b>
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other...	-	-	-	-	-	-	-	-	-
Sub-Total (A) (2)	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoters (A)=(A)(1)+(A) (2)</b>	<b>2084151</b>	<b>-</b>	<b>2084151</b>	<b>50.98</b>	<b>4088400</b>	<b>-</b>	<b>4088400</b>	<b>100</b>	<b>49.02</b>





iii) Foreign Bodies	-	-	-	-					
iv) NRI/ OCBs	5233	58700	63933	1.56	-	-	-	-	(1.56)
v) Clearing Members/ Clearing House	-	-	-	-	-	-	-	-	-
vi) Trusts	-	-	-	-	-	-	-	-	-
vii) Limited Liability Partnership	-	-	-	-	-	-	-	-	-
viii) Foreign Portfolio Investor (corporate)	-	-	-	-	-	-	-	-	-
ix) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
x) Directors/ Relatives	-	-	-	-	-	-	-	-	-
xi) HUF	-	-	-	-	-	-	-	-	-
<b>Sub- Total (B) (2)</b>	<b>1491619</b>	<b>505730</b>	<b>1997349</b>	<b>48.85</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(48.85)</b>
Total Public Shareholding (B)=(B)(1)+(B)(2)	<b>1491619</b>	<b>512630</b>	<b>2004249</b>	<b>49.02</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(49.02)</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>3575770</b>	<b>512630</b>	<b>4088400</b>	<b>100</b>	<b>4088400</b>	<b>-</b>	<b>4088400</b>	<b>100</b>	<b>-</b>

**(ii) Shareholding of Promoters:**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	%of total Shares of the company	%of Shares Pledged / Encumbered to total shares	No. of Shares	%of total Shares of the company	%of Shares Pledged / Encumbered to total shares	
1.	IDBI Trusteeship Services Limited	589191		14.41	-	-	-	(14.41)
2.	Fouress Investment Private Limited	105000		2.57	-	-	-	(2.57)
3.	Fouress Engineering (India) Limited	4000		0.10	-	-	-	(0.10)
4.	Sucharita Ramcrishna Hegde	143790		3.52	-	-	-	(3.52)
5.	Soumyalatha Sadanand Shetty	1242170		30.38	-	-	-	(30.38)
6	Jagmeet Singh Sabharwal	-	-	-	2043950	49.99	-	49.99
7	Sheetal Jagmeet Singh Sabharwal	-	-	-	2043950	49.99	-	49.99
8	United Van Der Horst Limited	-	-	-	100	0.002		0.002
9	Dew Drops Properties	-	-	-	100	0.002		0.002
10	Lata Kaimal	-	-	-	100	0.002		0.002
11	Akshay Veliyil	-	-	-	100	0.002		0.002
12	Sangita Todkar	-	-	-	100	0.002		0.002

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

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>Jagmeet Singh Sabharwal</b>				
At the beginning of the year	-	-	-	-
Date of Increase – 19/03/2020 Issue & Allotment pursuant to order of Hon'ble National Company Law Tribunal, Mumbai Bench dated 19.02.2019	2043950	49.99	2043950	49.99
At the end of the year	2043950	49.99	2043950	49.99

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>Sheetal Jagmeet Singh Sabharwal</b>				
At the beginning of the year	-	-	-	-
Date of Increase – 19/03/2020 Issue & Allotment pursuant to order of Hon'ble National Company Law Tribunal, Mumbai Bench dated 19.02.2019	2043950	49.99	2043950	49.99
At the end of the year	2043950	49.99	2043950	49.99

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>United Van Der Horst Limited</b>				
At the beginning of the year	-	-	-	-
Date of Increase – 19/03/2020 Issue & Allotment pursuant to order of Hon'ble National Company Law Tribunal, Mumbai Bench dated 19.02.2019	100	0.002	100	0.002
At the end of the year	100	0.002	100	0.002

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>Dew Drops Properties</b>				
At the beginning of the year	-	-	-	-
Date of Increase – 19/03/2020 Issue & Allotment pursuant to order of Hon'ble National Company Law Tribunal, Mumbai Bench dated 19.02.2019	100	0.002	100	0.002
At the end of the year	100	0.002	100	0.002

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>Lata Kaimal</b>				
At the beginning of the year	-	-	-	-
Date of Increase – 19/03/2020 Issue & Allotment pursuant to order of Hon'ble National Company Law Tribunal, Mumbai Bench dated 19.02.2019	100	0.002	100	0.002
At the end of the year	100	0.002	100	0.002

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>Akshay Veliyil</b>				
At the beginning of the year	-	-	-	-
Date of Increase – 19/03/2020 Issue & Allotment pursuant to order of Hon'ble National Company Law Tribunal, Mumbai Bench dated 19.02.2019	100	0.002	100	0.002
At the beginning of the year	100	0.002	100	0.002

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>Sangita Todkar</b>				
At the beginning of the year	-	-	-	-
Date of Increase – 19/03/2020 Issue & Allotment pursuant to order of Hon'ble National Company Law Tribunal, Mumbai Bench dated 19.02.2019	100	0.002	100	0.002
At the beginning of the year	100	0.002	100	0.002

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>IDBI Trusteeship Services Limited</b>				
At the beginning of the year	589191	14.41	589191	14.41
Date of Decrease – 19/03/2020 Cancellation of equity shares pursuant to order of Hon'ble National Company Law Tribunal, Mumbai Bench dated 19.02.2019	589191	14.41	00	0.00
At the end of the year	00	0.00	00	0.00

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>Fouress Investment Private Limited</b>				
At the beginning of the year	105000	2.57	105000	2.57
Date of Decrease – 19/03/2020 Cancellation of equity shares pursuant to order of Hon'ble National Company Law Tribunal, Mumbai Bench dated 19.02.2019	105000	2.57	00	0.00
At the end of the year	00	0.00	00	0.00

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>Fouress Engineering (India) Limited</b>				
At the beginning of the year	4000	0.10	4000	0.10
Date of Decrease – 19/03/2020 Cancellation of equity shares pursuant to order of Hon'ble National Company Law Tribunal, Mumbai Bench dated 19.02.2019	4000	0.10	00	0.00
At the end of the year	00	0.00	00	0.00

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>Sucharita Ramcrishna Hegde</b>				
At the beginning of the year	143790	3.52	143790	3.52
Date of Decrease – 19/03/2020 Cancellation of equity shares pursuant to order of Hon'ble National Company Law Tribunal, Mumbai Bench dated 19.02.2019	143790	3.52	00	0.00
At the end of the year	00	0.00	00	0.00

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>Soumyalatha Sadanand Shetty</b>				
At the beginning of the year	1242170	30.38	1242170	30.38
Date of Decrease – 19/03/2020 Cancellation of equity shares pursuant to order of Hon'ble National Company Law Tribunal, Mumbai Bench dated 19.02.2019	1242170	30.38	00	0.00
At the end of the year	00	0.00	00	0.00

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): NA

(v) Shareholding of Directors and Key Managerial Personnel:

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>Jagmeet Singh Sabharwal</b>				
At the beginning of the year	-	-	-	-
Date of Increase – 19/03/2020 Issue & Allotment pursuant to order of Hon'ble National Company Law Tribunal, Mumbai Bench dated 19.02.2019	2043950	49.99	2043950	49.99
At the end of the year	2043950	49.99	2043950	49.99

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>Akshay Veliyil</b>				
At the beginning of the year	-	-	-	-
Date of Increase – 19/03/2020 Issue & Allotment pursuant to order of Hon'ble National Company Law Tribunal, Mumbai Bench dated 19.02.2019	100	0.002	100	0.002
At the beginning of the year	100	0.002	100	0.002

***Except mentioned above, none of the Directors & KMP holds any Shares in the Company***



## V. INDEBTEDNESS

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

amount in (Rs.)

	Secured Loans excluding	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1,65,26,171	14,90,57,462	-	16,55,83,633
ii) Interest due but not paid	-	2,52,925	-	2,52,925
iii) Interest accrued but not due	52,544	54,743	-	1,07,287
<b>Total (i+ii+iii)</b>	1,65,78,715	14,93,65,130	-	16,59,43,845
<b>Change in Indebtedness during the financial year</b>				
Addition	-	4,67,37,351	-	4,67,37,351
Reduction	1,65,26,171	37,00,000	-	20,226,171
<b>Net Change</b>	1,65,26,171	4,30,37,351	-	59,563,522
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	19,20,94,813	-	19,20,94,813
ii) Interest due but not paid	-	3,69,825	-	3,69,825
iii) Interest accrued but not due	-	87,504	-	87,504
<b>Total (i+ii+iii)</b>	-	19,25,52,142	-	19,25,52,142

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL**

<b>Sr. No.</b>	<b>Particulars of Remuneration</b>	<b>Jagmeet Singh Sabharwal</b>	<b>Total Amount</b>
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	- As % of profit	-	-
	others, specify....3% of sales	-	-
5.	Others, please specify (Rent)	-	-
	<b>Total (A)</b>	-	-

**B. Remuneration to the Directors: NIL**

Sl. no.	Particulars of Remuneration	Name of Directors			Total
		<b>Akshay Veliyil</b>	<b>S.S. Chaudhary</b>	<b>Sonal Singh</b>	
	Independent Directors Fee for attending board committee meetings	-	-		-
	Commission	-	-	-	-
	Others, please specify	-	-	-	
	Total (1)	-	-	-	-
	<b>4. Other Non-Executive</b>	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-	-

**REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:**

Sr.	Particulars of Remuneration			
		Chief Financial Officer	Company Secretary	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) Income-tax Act, 1961  (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify (Car Hiring Charges)	-	-	-
	<b>Total</b>	-	-	-

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

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>Company</b>					
Penalty	NIL				
Punishment					
Compounding					
<b>Directors</b>					
Penalty	NIL				
Punishment					
Compounding					
<b>Other Officers in Default</b>					
Penalty					

**On behalf of the Board of Directors  
The Rubber Products Limited**

**SD/-**

**Jagmeet Singh Sabharwal  
Director  
DIN: 00270607  
Add: C/o: Plot-C 44, Road No.28,  
Wagle Industrial Estate,  
Thane - 400604**

**SD/-**

**Akshay Ashokan Veliyil  
Director  
DIN: 07826136  
Add: C/o: Plot-C 44, Road No.28,  
Wagle Industrial Estate, Thane - 400604**

**Date: 28/08/2020  
Place: Thane**

**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT**

For the Financial Year Ended 31<sup>st</sup> March, 2020

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members  
**The Rubber Products Limited**  
**Add:**Plot-C 44, Road No.28,  
Wagle Industrial Estate, Thane - 400604,  
Maharashtra, India

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the Audit Period covering the financial year ended on 31<sup>st</sup> March, 2020 (**'Audit Period'**) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

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

- (i) The Companies Act, 2013 (**the Act**) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the audit period**)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the audit period);**
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period);**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the audit period) and**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the audit period)**
- i. We further report that, as identified and confirmed by the Company, no law is specifically applicable to the Company during the audit period.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(vi) We further report that, as Identified and confirmed by the Company, No law is specifically applicable to it during the audit period.

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

- As on March 31, 2020, the Company has not appointment Internal Auditor under Section 138 and Whole-Time Key Managerial Personnel's as required under section 203 of Companies Act, 2013;
- Company has not availed remote e-voting facility and also not made newspaper publications for the EGM held on March 21, 2020 as required under Sec.108 of the Companies Act, 2013 and rules made thereunder. Further, acknowledgment of dispatch of notice of EGM held on March 21, 2020 to shareholders, directors and auditor not found as well as Proceedings, outcome and voting result for the said EGM have been submitted in delay to BSE Ltd.
- The Company has not prepared consolidated financial results and statement w.r.t. The Cosmos India Rubber Works Pvt. Ltd, which is an associate company for the year 2018-19 and 2019-20.
- The structured digital database as required to be maintained under Regulation 3(6) of SEBI (PIT) Regulation, 2015 not maintained as on 31<sup>st</sup> March, 2020.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

All decisions at Board Meetings and Committee Meetings are carried out either unanimously or majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

**We further report that** during the audit period;

- a) Pursuant to the resolution plan as approved under section 31 of Insolvency and Bankruptcy Code, 2016 by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") and the Hon'ble National Company Law Appellate Tribunal, New Delhi ("NCLAT") vide its orders dated February 19, 2019 and June 11, 2019 respectively, the Board of Directors of the Company in their meeting held on March 19, 2020 has have considered and approved the following;
  - Cancellation of Existing 40,88,400 equity shares (Promoters & Public) of the Company including all rights and privileges of shareholders on such shares;
  - Issue & Allotment of Fresh 40,88,400 equity shares of Rs.10 each to the new seven promoters shareholders, subject to such regulatory and statutory approvals as may be required.
- b) Special Resolutions have been passed in the Extra-Ordinary General Meeting held on March 21, 2020 for Approval of the limits for the granting of Loans, Guarantee/Security and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013 and Issue of Corporate Guarantee to Max Spare Limited in terms of the provisions of Section 185 and 186 of the Companies Act, 2013.

For **AVS & Associates**  
Company Secretaries

SD/-  
**Vijay Yadav**  
Partner

Membership No. A39251  
C.P. No: 16806  
UDIN: A039251B000630138

Date: August 28, 2020  
Place: Kalyan, Thane

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



To,  
The Members  
**The Rubber Products Limited**  
Add:Plot-C 44, Road No.28,  
Wagle Industrial Estate, Thane - 400604,  
Maharashtra, India

Our Secretarial Audit Report of even date is to be read along with this letter;

1. Maintenance of secretarial and other records under applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company along with explanations wherever so required.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period and in few instances, procedural delay, not material, have been noticed in compliances of the provisions of the Companies Act, 2013.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.
7. Due to lockdown in the state because of COVID-19, we were not able to personally visit at the office of the company for verification of documents physically and hence obtained all the documents, details, information in electronic mode and taken necessary explanations, clarifications and representations either telephonically or electronically whenever required.

For **AVS & Associates**  
Company Secretaries

SD/-  
**Vijay Yadav**  
Partner  
Membership No. A39251  
C.P. No: 16806  
UDIN: A039251B000630138

**Date: August 28, 2020**  
**Place: Kalyan, Thane**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**1. INDUSTRY STRUCTURE AND DEVELOPMENTS:**

The Company is principally engaged in the business of manufacturing rubber products, in the previous year there was a complete Shut-down of Operations and initiation Corporate Insolvency Resolution Process (‘CIRP’) against the Company, there were no revenue in the Company. Further, after approval of Resolution Plan submitted by the Committee of Creditors with 100% votes on September 1, 2018 and by the National Company Law Tribunal, Mumbai Bench (‘NCLT’) vide its order dated February 19, 2019. So with respect to this, new Board of Directors and Key Managerial Personnel have been replaced with earlier Board of Directors of the Company. So the new management of has taken full charge of the Company in year 2019-20. Company was not performing well in under control of earlier management. But during year 2019-20, the new management took efforts to resume the business activities of the Company along with the process with respect to streamline of pending and current statutory compliances.

**2. OPPORTUNITIES AND THREATS:**

**Opportunities:** The new management of the Company is well equipped with the vision to take company towards high growth with optimum utilization of resources of the Company in proper manner. New management is taking promotional efforts to boost the operational units of the Company which were shut down since past few years. The Company is in a process of hiring qualified professional to stimulate the vision of new management towards the Company. With the ease of doing business and due to relaxtions provided by the government this will accelerates the business of the company in terms of revenue. Company will try its best to have words and solve the problems faced by the stakeholders to create smooth flow of work.

**Threats:** The Company was not perfoming well with respect to business production and statutory compliances during the tenure of old management. So the new management of the Company facing so many external and internal challenges to streamline the business activities of the Company. Other side, the outbreak of Coronavirus (COVID- 19) pandemic is causing significant disturbances leading to slowdown of economic activities globally. The extent of impact on the future operational and financial performance will depend on certain developments, including duration and spread of the pandemic, the impact on customers, vendors all of which are uncertain and cannot be predicted.

**3. SEGMENT-WISE PERFORMANCE:**

The Company does not have any segments in its business as of right now. It considers only one segments as of manufacturing of good quality Rubber Products.

**4. OUTLOOK:**

The COVID-19 outbreak have its terrible impact on lives and livelihoods. The human impact of the virus and the containment efforts have resulted in supply and demand disruptions. To come out of the situation, management will take various measures to generate the target revenue every quarter. Even the Company started its manufacturing activities by following the norms provided by the authorities to have smooth flow of business.

## **5. RISK AND CONCERNS:**

### **1. *Change in Government Laws:***

Our ability to operate and compete may be adversely affected by any change in government legislation. In particular, price control, taxes and other laws and changes in laws and regulations or introduction of new laws and regulations relating to such matters may affect our operations.

### **2. *We face significant competition in our business from other companies:***

There are a number of competitors who have achieved greater market penetration than us. As a result, we may need to accept lower contract margins in order for us to compete against competitors that have the ability to accept the orders at lower prices. If we are unable to compete successfully in such markets, our relative market share and profits could be reduced.

### **3. *Any failure in our information technology systems could adversely impact our business:***

Any delay in implementation or any disruptions in the functioning could disrupt our ability to track, record and analyze the work in progress, cause loss of data and disruptions of operations, including, among others, an inability to assess the progress of projects, process financial information or manage creditors / debtors or engage in normal business activities. This could have a material adverse effect on our business.

### **4. *We require certain regulatory approvals in the ordinary course of our business, and the failure to obtain them in a timely manner may adversely affect our operations:***

We require certain regulatory approvals, sanctions, licenses, registrations and permissions for operating our businesses. In connection with our business, we may require such approvals or their renewal from time to time. We may not receive such approvals or renewals in the time frames anticipated by us, which could adversely affect our business.

### **5. *Natural calamities may have a negative impact on the Indian economy and harm Our Company's business.***

India has experienced natural calamities in recent years, including earthquakes, floods, drought and a tsunami and also a serious threats occurred due to the COVID-19. The severity and duration of these natural disasters or abnormal weather conditions determines their impact on the Indian economy. Such natural calamities may have an adverse impact on the Indian economy, which could in turn adversely affect our Company's business. The company faced Covid-19 Pandemic which affected the working of the company and in generating revenue due to compulsory lockdown and less man power availability.

**6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has in place Internal Financial Control system commensurate with size, scale and complexity of its operations to ensure proper recording of financial and operational information & compliance of various internal controls, statutory compliances and other regulatory compliances. During the year under review, no material or serious observation has been received from the Statutory Auditor of the Company for inefficiency or inadequacy of such controls. Further, subject to the matters described by Statutory Auditor in their report on the financial statements of the Company, 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.

**7. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

During the year under review, total Income of the Company was Rs. 32.57 Lakhs and the Company has suffered a net loss of Rs.210.65 Lakhs in the current financial year. In previous year Company has not generated any Revenue from its Sales and Revenue due to the Corporate Insolvency Resolution Process.

**8. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:**

During year 2019-20, there was no employee on payroll of the Company.

**9. FINANCIAL RATIOS ARE AS FOLLOWS:**

Particulars	31ST March, 2020 Ratio	31ST March 2019 Ratio	Details of significant changes(i.e. change of 25% or more compared to previous year, 2019) and reason thereof
Debtors Turnover Ratio	-	-	NA as there is no turnover generated from business operations in year 2018-19 and 2019-20
Inventory Turnover Ratio	-	-	NA as there is no turnover generated from business operations in year 2018-19 and 2019-20
Interest Coverage Ratio	0.1451	0	NA
Current Ratio	0.16	0.07	Increase in ratio due to increase in Unsecured borrowings of the Company in year 2019-20 which falls under current liabilities.
Debt Equity Ratio	4.6985	4.0501	Increase in ratio due to increase in total liabilities of the Company as compare to total shareholder's equity i.e. increase in Unsecured borrowings of the Company in year 2019-20 which falls under current liabilities

<b>Operating Margin</b>	-	-	NA as there is no turnover generated from business operations in year 2018-19 and 2019-20
<b>Net Profit Margin</b>	-	-	NA as there is no turnover generated from business operations in year 2018-19 and 2019-20
<b>Return on Net Worth</b>	-	-	NA as there is no turnover generated from business operations in year 2018-19 and 2019-20.

**On behalf of the Board of Directors  
The Rubber Products Limited**

**SD/-**

**Jagmeet Singh Sabharwal  
Director  
DIN: 00270607  
Add: C/o: Plot-C 44, Road No.28,  
Wagle Industrial Estate,  
Thane - 400604**

**SD/-**

**Akshay Ashokan Veliyil  
Director  
DIN: 07826136  
Add: C/o: Plot-C 44, Road No.28,  
Wagle Industrial Estate,  
Thane - 400604**

**Date: 28/08/2020  
Place: Thane**

## **INDEPENDENT AUDITOR'S REPORT**

To,

**The Members of The Rubber Products Limited,  
Report on the Audit of the Financial Statements  
Opinion**

1. We have audited the financial statements of **The Rubber Products Limited** which comprise the Balance Sheet as at **31<sup>st</sup> March, 2020** and the statement of Profit and Loss (including Statement of Other comprehensive Income), the cash flow statement for the period then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. 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 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, 2020, and cash flow statement for the year ended on that date.

### **Basis for Opinion**

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

### **Key Audit Matters**

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended 31<sup>st</sup> March, 2020. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There are not any specific matters to be communicated in our report as Key Audit matter.

### **Information other than the financial statements and auditors' report thereon**

6. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

7. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
9. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

10. The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are 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.
11. 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.
12. Those Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

13. 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

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

- a)** 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.
- b)** 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.
- c)** Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d)** Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- e)** 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.

**15.** 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.

**16.** 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.

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



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

**18.**As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

**19.**As required by section 143(3) of the Act, we further report that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The Balance Sheet, The Statement of Profit and Loss and The Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
- e) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2020, from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of 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**".
- g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has filed application with NCLAT which would have impact on the the company's financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
  - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

**For Patel Shah & Joshi**  
**Chartered Accountants**  
Firm Registration No.107768W

sd/-

J. I Mehta  
Partner

M. No.: 42630

UDIN: 20042630AAAABI1427

Place: Mumbai

Date: 30th June, 2020

## **ANNEXURE A to the Auditor's Report**

(Referred to in paragraph 18 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members on the financial statements of "The Rubber Products Limited" for the year ended 31<sup>st</sup> March, 2020).

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On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

### **I. FIXED ASSETS:**

The Company does not hold any Fixed Assets and accordingly, clause (i) of the Order is not applicable and hence not commented upon .

### **II. INVENTORIES:**

- a. As explained to us, Inventories have been physically verified during the year by the management.
- b. In our opinion and on the basis of our examination of the records, the Company is generally maintaining records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- c. We have not conducted physical verification of stock and relied on the Management Information.

### **III. LOANS GIVEN BY COMPANY:**

The company has not given any loans, secured or unsecured to Companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

According to the information and explanations given to us, the Company has given loan to one associate concern. In respect of the said loans, the maximum amount outstanding at any time during the year was Rs 25.00 Lacs and the year end balance is Rs. 25.00 Lacs.

In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions of the loans given by the Company are not prima facie prejudicial to the interest of the Company in view of below explanations in 3(c).

The Principal amounts are repayable but due to order of BIFR was set aside by AAIFR vide it's order dated 06.09.2012 and also directed BIFR to consider the scheme submitted by the Cosmos India Rubber Works (P) Ltd of revival cum Merger but with the releasement of SICA the matter before BIFR stands abated.

In respect of the said loans and interest thereon, there are no overdue amounts.

**IV. LOAN TO DIRECTOR AND INVESTMENT BY THE COMPANY:**

In our opinion and according to the information and explanation given to us, the Company has not advanced any loan to a specified person, given any guarantee or provided any security in connection with loan taken by specified person as per the provisions of Section 185 of Companies Act, 2013.

The company has complied with the provisions of Section 186 of Companies Act, 2013 with respect to Investments made.

**V. DEPOSITS:**

The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.

**VI. COST RECORDS:**

According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013 for any of the products of the Company. The said clause 3(vi) of the order is not applicable to said company.

**VII. STATUTORY DUES:**

According to the information and explanations given to us, the Company was not regular in depositing undisputed statutory dues including provident fund, income tax, employee state insurance, sales tax, service tax, provision tax, duty of excise, value added tax, TCS, cess, GST and any other statutory dues to the appropriate authorities. As per Approved Resolution plan and further as per the order from Hon'ble NCLAT, Delhi Bench, and outstanding payment due as on 31<sup>st</sup> March, 2020 are as follows :

<b>Duties and Taxes</b>	<b>Amount (Rs.)In Lakhs</b>
Provident Fund	9.43
Maharashtra Labour Welfare Fund	0.24
Employee State Insurance Corporation	1.39
Profession Tax	21.53
Customs	0.00
Tax deducted at Source	8.58
Value added Tax & Central State Tax	3.76
Excise	67.16
The Rubber Board	0.61
Goods & Service Tax	2.35
Service Tax	5.01
Tax Collected at Source	0.29
TNGST	0.74
Total	121.09

**VIII. REPAYMENT OF LOAN:**

According to the records of the company examined by us and as per the information and explanations given to us, the company has not availed any loans from any financial institutions, banks, and government or debenture holders during the year. Accordingly, paragraph 3(viii) of the order is not applicable.

**IX. UTILIZATION OF IPO AND FURTHER PUBLIC OFFER:**

The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

**X. REPORTING OF FRAUD:**

According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

**XI. APPROVAL OF MANAGERIAL REMUNERATION:**

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

**XII. NIDHI COMPANY:**

In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

**XIII. RELATED PARTY TRANSACTION:**

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

**XIV. PRIVATE PLACEMENT OF PREFERENTIAL ISSUES:**

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

**XV. NON CASH TRANSACTION:**

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

**XVI. REGISTER UNDER RBI ACT 1934:**

The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For Patel Shah & Joshi**  
**Chartered Accountants**  
Firm Registration No.107768W

Sd/-

**J.I Mehta**  
**Partner**

M. No.: 42630  
UDIN: 20042630AAAABI1427

Place: Mumbai

Date: 30<sup>th</sup> June, 2020

## **Annexure B to the Auditors' Report**

(Referred to in paragraph 19(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members on the financial statements of "The Rubber Products Limited" for the year ended 31<sup>st</sup> March, 2020).

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

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We have audited the internal financial controls over financial reporting of **The Rubber Products Limited** which comprise the Balance Sheet as at **31st March, 2020** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

1. 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 ('ICAI'). 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**

2. 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.
3. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement

of the financial statements, whether due to fraud or error.

4. 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**

5. 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
  - i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
  - ii. 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
  - iii. 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**

6. 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**

7. 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 31st March 2020, 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.

**For Patel Shah & Joshi**  
**Chartered Accountants**  
Firm Registration No.107768W

Sd/-  
**J.I Mehta**  
**Partner**  
M. No.: 42630  
UDIN: 20042630AAAABI1427

Place: Mumbai  
Date: 30<sup>th</sup> June, 2020



**THE RUBBER PRODUCT LIMITED**  
**BALANCE SHEET AS AT MARCH 31, 2020**

(Amount in INR Lakhs)

Particulars	Notes	March 31, 2020	March 31, 2019
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Investment Property	5	2,343.83	2,429.47
(b) Financial Assets			
(i) Investments	6	0.51	3.84
(ii) Loans	6	25.00	25.00
(iii) Other Financial Assets	6	17.73	-
(c) Other Non-Current Assets	9	21.00	21.00
		<b>2,408.06</b>	<b>2,479.31</b>
<b>Current assets</b>			
(a) Inventories	7	20.00	20.00
(b) Financial Assets			
(i) Cash and Cash Equivalents	8	1.89	0.40
		<b>21.89</b>	<b>20.40</b>
<b>TOTAL</b>		<b>2,429.96</b>	<b>2,499.71</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	11	408.84	408.84
(b) Other Equity	12	(39.98)	161.32
		<b>368.86</b>	<b>570.16</b>
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	13	1,415.10	1,448.42
		<b>1,415.10</b>	<b>1,448.42</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	13	505.85	207.42
(ii) Trade Payables	14	-	-
Micro, Small and Medium Enterprises		-	-
Others		139.62	262.94
(b) Other Current Liabilities	15	0.53	10.78
		<b>646.00</b>	<b>481.13</b>
		<b>646.00</b>	<b>481.13</b>
<b>TOTAL</b>		<b>2,429.96</b>	<b>2,499.71</b>

Significant Accounting Policies and Notes forming part of the Financial Statements

1 to 34

**As per our report of even date attached**  
**For Patel Shah & Joshi**  
**Chartered Accountants**  
**F.R.No. 107768W**

**For and on behalf of the board**

**Sd/-**  
CA Jayant I Mehta  
**Partner**  
M.No.: 42630  
UDIN:20042630AAAABI1427

**Sd/-**  
Jagmeet Singh Sabharwal  
**Executive Director**  
DIN: 00270607

**Sd/-**  
Akshay Veliyil  
**Director**  
DIN: 07826136

**Place: Thane**  
**Date: 30th June, 2020**

**Sd/-**  
Kalpesh Shah  
**Chief Financial Officer**

**Sd/-**  
Sameer Shinde  
**Company Secretary**  
Membership No: 55808

**THE RUBBER PRODUCT LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020**

(Amount in INR Lakhs)

Particulars	Notes	2019-20	2018-19
<b>REVENUE</b>			
Revenue from operations (net)	16	-	-
Other income	17	32.57	-
<b>Total Revenue (I)</b>		<b>32.57</b>	<b>-</b>
<b>EXPENSES</b>			
Employee benefits expense	19	28.29	-
Finance costs	20	30.57	-
Depreciation and amortization expense	21	85.64	-
Other expenses	22	98.72	-
<b>Total Expenses (II)</b>		<b>243.22</b>	<b>-</b>
<b>Profit/(loss) before exceptional items and tax (I-II)</b>		<b>(210.65)</b>	<b>-</b>
Exceptional Items		-	-
<b>Profit/(loss) before tax</b>		<b>(210.65)</b>	<b>-</b>
<b>Tax expense:</b>			
Current tax		-	-
Adjustment of tax relating to earlier periods		-	-
<b>Profit/(loss) for the period from continuing operations</b>		<b>(210.65)</b>	<b>-</b>
<b>Profit/(loss) for the period from discontinued operations</b>		<b>-</b>	<b>-</b>
<b>Profit/(loss) for the period</b>		<b>(210.65)</b>	<b>-</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
<b>A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:</b>			
Equity Instruments through Other Comprehensive Income		(3.33)	-
Income tax effect		-	-
<b>B. Other Comprehensive income to be reclassified to profit and loss in subsequent periods:</b>		<b>-</b>	<b>-</b>
<b>Other Comprehensive income for the year, net of tax</b>		<b>(3.33)</b>	<b>-</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX</b>		<b>(213.98)</b>	<b>-</b>

**THE RUBBER PRODUCT LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020**

<b>Earnings per share for profit attributable to equity shareholders</b>	23		
Basic EPS		(5.15)	-
Diluted EPS		(5.15)	-

Significant Accounting Policies and Notes forming part of the Financial Statements 1 to 34

**As per our report of even date attached**  
For Patel Shah & Joshi  
**Chartered Accountants**  
**F.R.No. 107768W**

**For and on behalf of the board**

**Sd/-**  
CA Jayant I Mehta  
**Partner**  
M.No.: 42630  
UDIN:20042630AAAABI1427

**Sd/-**  
Jagmeet Singh Sabharwal  
**Executive Director**  
DIN: 00270607

**Sd/-**  
Akshay Veliyil  
**Director**  
DIN: 07826136

**Place: Thane**  
**Date: 30th June, 2020**

**Sd/-**  
Kalpesh Shah  
**Chief Financial Officer**

**Sd**  
Sameer Shinde  
**Company Secretary**  
Membership No: 55808

**THE RUBBER PRODUCT LIMITED**  
**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020**

(Amount in INR Lakhs)

Particulars	2019-20	2018-19
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Profit before income tax	(210.65)	-
<b>Adjustments for:</b>		
Depreciation and amortisation expense	85.64	-
Interest income classified as investing cash flows	(2.35)	-
Interest Expenses	30.57	-
<b>Change in operating assets and liabilities:</b>		
(Increase)/Decrease in trade receivables	-	-
(Increase)/Decrease in inventories	-	-
Increase/(decrease) in trade payables	(123.32)	(487.13)
(Increase)/Decrease in other bank balances	-	-
(Increase)/Decrease in loans	-	-
(Increase)/Decrease in other financial assets	(17.73)	-
(Increase)/decrease in other assets	-	-
Increase/(decrease) in financial liabilities	-	-
Increase/(decrease) in provisions and other liabilities	(10.25)	(301.63)
<b>Cash generated from operations</b>	<b>(248.08)</b>	<b>(788.76)</b>
Less: Income taxes paid (net of refund received)	12.68	-
<b>Net cash inflow from operating activities</b>	<b>(235.40)</b>	<b>(788.76)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Payments for property, plant and equipment	-	-
Proceeds from sale of property, plant and equipment	-	-
Interest received	2.35	-
<b>Net cash outflow from investing activities</b>	<b>2.35</b>	<b>-</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from borrowings	430.37	785.54
Repayment of borrowings	(165.26)	-
Interest paid	(30.57)	-
<b>Net cash inflow (outflow) from financing activities</b>	<b>234.54</b>	<b>785.54</b>
Net increase (decrease) in cash and cash equivalents	1.49	(3.22)
Cash and Cash Equivalents at the beginning of the financial year	0.40	3.63
Effects of exchange rate changes on Cash and Cash Equivalents		
<b>Cash and Cash Equivalents at end of the year</b>	<b>1.89</b>	<b>0.40</b>

**THE RUBBER PRODUCT LIMITED**  
**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020**

<b>Reconciliation of cash and cash equivalents as per the cash flow statement:</b> Cash and cash equivalents as per above comprise of the following:  <b>Balances with banks:</b> - On current accounts <b>Cash on hand</b> - Indian Rupees	1.89  -	0.40  -
<b>Balances per statement of cash flows</b>	<b>1.89</b>	<b>0.40</b>

**Notes:**

1. The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on 'Statement of Cash Flows'.
2. Previous years figures have been regrouped/rearranged/recast wherever necessary to conform to this year's classification.

Significant Accounting Policies and Notes forming part of the Financial Statements 1 to 34

**As per our report of even date attached**  
**For Patel Shah & Joshi**  
**Chartered Accountants**  
**F.R.No. 107768W**

**For and on behalf of the board**

**Sd/-**  
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**Place: Thane**  
**Date: 30th June, 2020**

**Sd/-**  
Kalpesh Shah  
**Chief Financial Officer**

**Sd/-**  
Sameer Shinde  
**Company Secretary**  
Membership No: 55808

**THE RUBBER PRODUCT LIMITED**  
**STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2020**

**A Equity Share Capital**

(Amount in INR Lakhs)			
Particulars	Balance at the Beginning of the period	Changes in Equity share capital during the year	Balance at the end of the period
<b>March 31, 2019</b>			
Numbers	4,088,400	-	4,088,400
Amount	408.84	-	408.84
<b>March 31, 2020</b>			
Numbers	4,088,400	-	4,088,400
Amount	408.84	-	408.84

**B Other Equity**

Particulars	Reserves and Surplus					(Amount in INR Lakhs)		
	Securities Premium Reserve	Capital Reserve*	Capital Reduction Reserve	General Reserve	Retained Earnings	Equity Instruments through OCI	Revaluation Reserve	Total
<b>As at March 31, 2018</b>	499.24	2,248.55	(755.20)	111.97	(1,950.58)	-	7.34	161.32
Profit for the period	-	-	-	-	-	-	-	-
Other comprehensive income	-	-	-	-	-	-	-	-
<b>Total comprehensive income for the year</b>	-	-	-	-	-	-	-	-
Other adjustment	-	-	-	-	-	-	-	-
<b>As at March 31, 2019</b>	499.24	2,248.55	(755.20)	111.97	(1,950.58)	-	7.34	161.32
Profit for the period	-	-	-	-	(210.65)	-	-	(210.65)
Other comprehensive income	-	-	-	-	-	(3.33)	-	(3.33)
<b>Total comprehensive income for the year</b>	-	-	-	-	(210.65)	(3.33)	-	(213.98)
Income Tax adjustment for earlier year	-	-	-	-	12.68	-	-	12.68
Transfer to reserve	-	-	-	-	-	-	-	-
<b>As at March 31, 2020</b>	499.24	2,248.55	(755.20)	111.97	(2,148.54)	(3.33)	7.34	(39.98)

Significant Accounting Policies and Notes forming part of the Financial Statements

1 to 34

As per our report of even date attached

For Patel Shah & Joshi

Chartered Accountants

F.R.No. 107768W

For and on behalf of the board

**Sd/-**  
CA Jayant I Mehta  
**Partner**  
M.No.: 42630  
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**Place: Thane**  
**Date: 30th June, 2020**

**Sd/-**  
Kalpesh Shah  
**Chief Financial Officer**

**Sd/-**  
Sameer Shinde  
**Company Secretary**  
Membership No: 55808

## **Notes 1 : Significant Accounting Policies and Notes to Accounts**

### **Note 1:Corporate Information**

The Rubber Product Limited ("The Company") is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the company is located at Plot No. C-44, Road No. 28, Wagle Industrial Estate, Thane - 400604.

The financial statements for the year ended March 31, 2020 were approved by the board of directors and authorized for issue on June 30, 2020

### **Note 2:Significant Accounting Policies:**

#### **(i) Statement of Compliance:**

The financial statements are prepared under the historical cost convention on accrual basis of accounting and in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and relevant provisions of the Companies Act, 2013 ("the Act") and current practices prevailing within the Rubber industries in India. The policies set out below have been consistently applied during the years presented.

#### **(ii) Basis of preparation of financial statements:**

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities and contingent consideration that is measured at fair value;
- Defined benefit plans – plan assets measured at fair value

#### **(iii)Functional and Presentation Currency:**

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency.

#### **(iv) Use of Estimates & Judgments:**

The preparation of financial statements in conformity with recognition and measurement principles of Ind AS requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Differences between the actual results and estimates are recognised in the year in which the results are known/ materialised. Any revision to the estimates is recognized and disclosed prospectively in the current and future periods.

Estimates & underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

(v) **Fair Value Measurement:**

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer of liability takes place either:

- In the principal market for the asset or liability or
- In the absence of a principal market, in the most advantageous market for assets or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active market for identical assets or liabilities.
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the assets and liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.



- Disclosures for valuation methods, significant estimates and assumptions
- Financial Instruments (including those carried at amortised cost)

**(vi) Revenue recognition:**

- Revenue from sale of goods is recognised net of rebates and discounts on transfer of significant risks and rewards of ownership to the buyer. Sale of goods is recognised gross of excise duty but net of sales tax and value added tax.
- Export benefits available are accounted for in the year of export, to the extent the realisation of the same is not considered uncertain by the Company.
- Interest is accounted on time proportion basis except in the case of tax assessment dues/refund, which are accounted on cash basis.
- Dividend income is accounted as and when the right to receive is established.

**(vii) Leases:**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease. Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

**(viii) Income Taxes:**

- (i) Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in the other years and the items that are never taxable or deductible.

The Company's current tax is calculated using tax rates which have been enacted or substantively enacted by the end of reporting period. Management periodically evaluates positions taken in tax return with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

- (ii) Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base used

in computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets (including unused tax credits and unused tax losses) are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

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

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period.

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

#### **(ix) Property, Plant and Equipment:**

##### **Recognition and Measurement:**

Property, plant & equipment acquired by the Company are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any. The acquisition cost includes purchase price (excluding refundable taxes) and expenses, such as delivery and handling costs, installation, legal and consultancy services, directly attributable to bringing the asset to the site and in working condition for its intended use.

##### **Transition to Ind AS**

On transition to Ind AS, the Company has elected to revalue all of its plant & equipment and land & building consider the revalued amount as carrying value for the same as on the transition date and use that revalued amount as the deemed cost of such asset as on the transition date.

##### **Subsequent Expenditure**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

##### **Depreciation:**

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual value over their estimated useful lives using the straight line method and is generally recognised in the statement of profit and loss.

The Company has charged Depreciation based on the basis of Straight Line Method and useful life of assets prescribed in Schedule II of the Companies Act, 2013, except for individual assets costing up to Rupees five thousands are depreciated in full in the period of purchase.

The residual values, useful lives and method of depreciation of PPE is reviewed at each financial year end and adjusted prospectively, if appropriate. In FY 2017-18, the Depreciation has been calculated taking the useful life of Building and Plant & Machinery as 3 years as per the Management's estimate. Further, no depreciation has been charged for FY 2018-19 as the assets were not put to use (Company was under CIRP process and no operations) and after approval of the Resolution Plan the assets were converted to Investment Property at FMV post approval of the Resolution Plan. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying value of the asset and is recognised in profit and loss account under "other Income". Capital work in progress is stated at cost.

**(x) Intangible Assets:**

Intangible assets acquired separately are measured on initial recognition at cost. The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over 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.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually. 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.

**Computer software**

Softwares are amortised over their respective individual estimated useful life on a Straight Line Basis commencing from the date the asset is available to the Company for its use. Costs associated with maintaining software programmes are recognised as an expense as incurred.

**Amortisation periods**

The Company amortises intangible assets with a finite useful life over the following periods:

**(xi) Employee Benefits:**

**(i) Short-term obligations**

Liabilities for wages, salaries, performance incentives including non-monetary benefits and the expected cost of bonus, ex-gratia that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) **Post-employment obligations**

The company operates the following post-employment schemes:

- a. defined contribution plans such as provident fund and other funds and
- b. defined benefit plans viz. gratuity.

**Provident Fund**

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation other than the contribution payable to the provident fund. Contribution as required by the Statute paid to the Government Provident Fund as also contribution paid to other recognized Provident Fund Trust is debited to the Statement of Profit and Loss.

**Gratuity**

Gratuity liability is a defined benefit obligation for employees. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss. Re-measurement which comprise of actuarial gain and losses, the return of plan assets (excluding interest) and the effect of asset ceiling ( if any, excluding interest) are recognised in OCI.

(xii) **Earnings per share:**

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

(xiii) **Provisions and Contingent Liabilities and Contingent Assets:**

Provisions are recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when the Company has a possible or present obligation where it is not probable that an outflow of resources will be required to settle it. Contingent assets are disclosed only when an inflow of economic benefit is probable.

(xiv) **Impairment Loss:**

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.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

For assets excluding goodwill, 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 unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

**(xv) Foreign Currency:**

**a) Foreign Currency Transactions:** - Transactions in foreign currencies are translated into the respective functional currencies of the Company at the exchange rates on the date of transactions or an average rate, if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate on the reporting date. Non-monetary assets and liabilities that are measured at fair value in foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate on the date of the transaction. Exchange differences are recognised in profit & loss, except exchange differences arising from the translation of the following items which are recognised in OCI:

- Equity investments at fair value through OCI (FVOCI)
- A financial liability designated as a hedge of the net investment in a foreign operation to the extent that a hedge is effective; and
- Qualifying cash flow hedges to the extent that hedges are effective

**b) Foreign Operations:-** The assets and liabilities of foreign operations (subsidiaries, associates, joint arrangements, branches) including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Company, at the exchange rates on reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates on the dates of transactions or an average rate if the average rate approximates the actual rate on the date of transaction.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount of exchange differences related to that foreign operation recognised in OCI is reclassified to profit or loss as part of the gain or loss on disposal.

**(xvi) Financial Instruments**

Financial assets and financial liabilities are recognized when the company becomes a party to the contractual provisions of the instruments. Financial assets and financial 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 of the financial assets or financial liabilities, as appropriate, on initial

recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss (“FVTPL”) are recognized immediately in the statement of profit and loss.

#### **1) Financial Assets – amortised cost**

Financial assets that meet the following conditions are measured at amortized cost (except for financial assets that are designated as at fair value through profit or loss on initial recognition):

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

#### **2) Financial Assets – FVTOCI**

Financial assets that meet the following conditions are measured at Fair Value Through Other Comprehensive Income (FVOCI):

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

#### **3) Financial Assets – FVTPL**

Financial Assets that do not meet the amortized cost or FVOCI criteria are measured at FVTPL. In addition, financial assets that meet the amortized cost or FVOCI criteria but are designated as at FVTPL are measured at FVTPL.

#### **4) Impairment of Financial Assets:**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost
- b) Lease receivables under Ind AS 17
- c) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18
- d) Loan commitments which are not measured as at FVTPL
- e) Financial guarantee contracts which are not measured as at FVTPL

ECL is the difference between all contractual cash flows that are due to the entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

#### **5) Financial Liabilities:**

All financial liabilities are initially recognised at fair value, which is normally the transaction price plus, for those financial liabilities not carried at fair value through profit & loss, directly attributable transaction costs.

All financial liabilities are subsequently measured at amortized cost using the effective interest method or at FVTPL except for a) financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies or b) financial guarantee contracts issued by the Company and c) commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortized cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortized cost are determined based on the effective interest method. Interest expense that is not capitalized as part of costs of an asset is included in the 'Finance costs' line item.

(xvii) **Borrowing Costs:**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use or sale or those assets that are not ready for their intended use or sale when acquired. All other borrowing costs are charged to revenue in the period in which they are incurred.

(xviii) **Inventories:**

Raw Material, Packing Material, Stores & Spares and Finished Goods are valued at cost or net realizable value, whichever is lower. Cost of stock is determined on FIFO basis. Work in progress is valued at cost or net realizable value, whichever is lower based on estimate of the stage of each job [by technical personnel] as a percentage of net invoice as reduced by estimated profit margin.

(xix) **Cash and cash equivalents:**

Cash and cash equivalents for the purpose of cash flow statement on balance sheet date comprise cash at bank and on hand and short term investments with an original maturity of three months or less.

(xx) **Investment Property**

Properties, including those under construction, held to earn rentals and/or capital appreciation are classified as investment property and are measured and reported at cost, including transaction costs.

Depreciation is recognized using straight line method so as to write off the cost of the investment property less their residual values over their useful lives specified in schedule II of the Companies Act, 2013, or in case of assets where the useful life was determined by technical evaluation, over the useful life so determined. Depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future benefit embodied in the investment property. The estimated useful life and residual values are also reviewed at each financial year and the effect of change in the estimates of useful



life/residual value is accounted on prospective basis. Freehold land and properties under construction are not depreciated.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of property is recognised in the statement of profit and loss in the same period.

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**5. INVESTMENT PROPERTY**

(Amount in INR Lakhs)				
Particulars	Land	Buildings	Plant & Equipment	Total
<b>GROSS CARRYING VALUE</b>				
<b>As at April 1, 2018</b>				
Additions	-	-	-	-
Deletions	-	-	-	-
Acquisition through business combinations				-
Transfers to and from inventories and owner-occupied property	2,258.19	101.23	70.05	2,429.47
Other Adjustments	-	-	-	-
<b>As at March 31, 2019</b>	2,258.19	101.23	70.05	2,429.47
Additions	-	-	-	-
Deletions	-	-	-	-
Acquisition through business combinations	-	-	-	-
Transfers to and from inventories and owner-occupied property	-	-	-	-
Other Adjustments	-	-	-	-
<b>As at March 31, 2020</b>	2,258.19	101.23	70.05	2,429.47
<b>ACCUMULATED DEPRECIATION AND IMPAIRMENT</b>				
<b>As at April 1, 2018</b>	-	-	-	-
Depreciation	-	-	-	-
Impairment	-	-	-	-
Acquisition through business combinations	-	-	-	-
Other Adjustments				-
<b>As at March 31, 2019</b>	-	-	-	-
Additions	-	50.61	35.03	85.64
Impairment	-	-	-	-
Acquisition through business combinations	-	-	-	-
Other Adjustments	-	-	-	-
<b>As at March 31, 2020</b>	-	50.61	35.03	85.64
<b>Net Carrying value as at March 31, 2020</b>	2,258.19	50.61	35.03	2,343.83
<b>Net Carrying value as at March 31, 2019</b>	2,258.19	101.23	70.05	2,429.47

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**Notes :**

**i. Amount recognised in the statement of profit and loss for investment properties**

<b>Particulars</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>
Rental Income	-	-
Direct Operating expenses from property that generated rental income	-	-
Direct Operating expenses from property that did not generate rental income	-	-
<b>Profit from investment properties before depreciation</b>	-	-
Depreciation	85.64	-
<b>Profit from investment properties</b>	(85.64)	-

**ii. Leasing Arrangements**

Certain investment properties are leased to tenants under long term operating leases with rentals payable monthly. Minimum Lease payments receivable under non-cancellable operating leases of investment properties are as follows:

**(Amount in INR Lakhs)**

<b>Particulars</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>
Within one year	-	-
Later than one year but not later than 5 years	-	-
Later than 5 years	-	-
	-	-

**iii. Contractual Obligations**

Refer to Note 25 for disclosure of contractual obligations to purchase, construct or develop investment property or for its repairs, maintenance or enhancements.

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**6. FINANCIAL ASSETS**

(Amount in INR Lakhs)		
Particulars	March 31, 2020	March 31, 2019
<b>(A) INVESTMENTS</b>		
<b>Non Current</b>		
<b>(1) Investments carried at fair value through Other Comprehensive Income</b>		
<b>Quoted</b>		
(a) Investments in Equity Instruments	-	-
A Ltd	-	-
750 (PY 750) Equity Shares in Autoriders Finance Ltd. of INR 10 each Paid up	1.51	1.51
500 (PY 500) Equity Shares in East Coast Steel Ltd. of INR 10 each Paid up	0.49	0.49
78 (PY 78) Equity Shares in Balasore Alloys Ltd (Ispat) of INR 10 each Paid up	0.02	0.02
410 (PY 410) Equity Shares in Lloyds Finance Ltd. of INR 10 each Paid up	0.50	0.50
2,000 (PY 2,000) Equity Shares in Nuchem Ltd. of INR 10 each Paid up	0.81	0.81
Less: Allowance thorough FTOCI	(3.33)	-
	<b>0.01</b>	<b>3.34</b>
<b>(2) Investments carried at Amortised Cost</b>		
<b>Unquoted</b>		
<b>Investments in Equity Instruments</b>		
2,000 (PY 2,000) Equity Shares in The Shamrao Vitthal Co-op Bank Limited of Rs. 10 each Paid up	0.50	0.50
Less: Impairment allowance	-	-
	0.50	0.50
<b>Total</b>	<b>0.51</b>	<b>3.84</b>
Aggregate amount of unquoted investments	0.50	0.50
Aggregate amount of impairment in the value of investments	-	-
<b>Investments carried at cost</b>	0.50	3.84
<b>(B) LOANS</b>		
<b>Non Current</b>		
<b>Unsecured, considered good unless otherwise stated</b>		
Loans to Related Parties	25.00	25.00
Less: Allowance for doubtful loans	-	-
<b>Total</b>	<b>25.00</b>	<b>25.00</b>
<b>(C) OTHER FINANCIAL ASSETS</b>		
<b>Non Current</b>		
<b>(i) Financial assets carried at amortised cost</b>		
Security Deposits	17.73	-
Less: Loss allowance	-	-
<b>Total</b>	<b>17.73</b>	<b>-</b>

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**7. INVENTORIES**

(Amount in INR Lakhs)

Particulars	March 31, 2020	March 31, 2019
<b>(Valued at lower of Cost and Net Realisable value)</b>		
Finished Goods	20.00	20.00
<b>Total</b>	<b>20.00</b>	<b>20.00</b>

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**8. CASH AND CASH EQUIVALENTS**

(Amount in INR Lakhs)

Particulars	March 31, 2020	March 31, 2019
Balances with banks:		
- On current accounts	1.89	0.40
Cash on hand		
- Indian Rupees	-	-
	<b>1.89</b>	<b>0.40</b>

**9. OTHER ASSETS**

(Amount in INR Lakhs)

Particulars	March 31, 2020	March 31, 2019
<b>Non Current</b>		
Others		
- Other non current assets*	<b>21.00</b>	21.00
<b>Total</b>	<b>21.00</b>	<b>21.00</b>

\*-The Company holds 42,000 (48.84%) equity shares of Rs 50 each fully paid in M/s. The Cosmos India Rubber Works Pvt. Ltd.('Cosmos India') which is an Associate Company. Cosmos India was under BIFR previously. The New Management is in the process of taking complete stock of Cosmos India. Further, the accounts of Cosmos India are not considered for consolidation as the management is of the opinion that the accounts are not material in nature as well as there is no business operations in the Cosmos India and held the Investment as Non- Current Assets held for sale as per IND AS 105.

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**10. INCOME TAX**

Major Components of income tax expense for the years ended March 31, 2020 and March 31, 2019 are as follows:

**i. Income tax recognised in profit or loss** (Amount in INR Lakhs)

Particulars	2019-20	2018-19
Current income tax charge	-	-
Adjustment in respect of current income tax of previous year	-	-
<b>Income tax expense recognised in profit or loss</b>	<b>-</b>	<b>-</b>

**ii. Reconciliation of tax expense and accounting profit multiplied by income tax rate for March 31, 2020 and March 31, 2019**

Particulars	2019-20	2018-19
Profit before tax expense	(211)	-
Less: Net loss / (Income) assessable under other income tax provision	-	-
<b>Accounting profit before income tax</b>	<b>(211)</b>	<b>-</b>
Enacted tax rate in India	27.82%	33.90%
<b>Income tax on accounting profits</b>	<b>-</b>	<b>-</b>
<b>Tax at effective income tax rate</b>	<b>-</b>	<b>-</b>

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**11. SHARE CAPITAL**

**i. Authorised Share Capital**

Particulars	(Amount in INR Lakhs)	
	Equity Share	
	Number	Amount
<b>At March 31, 2018</b>	10,000,000	1,000
Increase/(decrease) during the year	-	-
<b>At March 31, 2019</b>	10,000,000	1,000
Increase/(decrease) during the year	-	-
<b>At March 31, 2020</b>	10,000,000	1,000

**Terms/rights attached to equity shares**

The company has only one class of equity shares having par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**ii. Issued Capital**

Particulars	(Amount in INR Lakhs)	
	Number	Amount
<b>Equity shares of INR 10 each issued, subscribed and fully paid</b>		
<b>At March 31, 2018</b>	4,088,400	408.84
Issued during the period	-	-
<b>At March 31, 2019</b>	4,088,400	408.84
Issued during the period	-	-
<b>At March 31, 2020</b>	4,088,400	408.84

**iii. Shares held by holding/ ultimate holding company and / or their subsidiaries / associates**

Particulars	March 31, 2020	March 31, 2019
NIL	-	-



**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**iv. Details of shareholders holding more than 5% shares in the company**

Name of the shareholder	As at March 31, 2020		As at March 31, 2019	
	Number	% holding	Number	% holding
<b>Equity shares of INR 10 each fully paid</b>				
Jagmeet Singh Sabharwal ( Refer Note vii)	2,043,950	49.99%	-	-
Sheetal J. Singh Sabharwal ( Refer Note vii)	2,043,950	49.99%	-	-
Soumyalatha Sadanand Shetty	-	0.00%	1,242,170	30.38%
IDBI Trusteeship Services Limited	-	0.00%	589,191	14.41%
Raju Bhandari	-	0.00%	364,762	8.92%

**v. Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:**

	March 31, 2020	March 31, 2019	March 31, 2018	March 31, 2017
	Number	Number	Number	Number
Bonus Shares	NIL	NIL	NIL	NIL
New shares issued upon cancellation of Shares from				
existing Shareholder( Refer Note vii)	4,088,400	NIL	NIL	NIL

**vi. Shares reserved for issue under options/contracts/commitments**

None of the above shares are reserved for issue under options/contracts/commitments for sale of shares or disinvestment

**vii. Issue of shares during the year upon cancellation of existing shares**

In accordance to the directions issued by Hon'ble NCLT, Mumbai Bench dated 19th February, 2019 read wide order from Hon'ble NCLAT, Delhi Bench dated 11th June, 2019 and pursuant to a resolution of the Board of directors in their meeting held on March 19, 2020 Company has cancelled the shares held by existing Shareholders and issued same number of shares to new shareholders on the same terms and conditions as mentioned in the Resolution Plan as approved by the Hon'ble NCLT, Mumbai Bench.

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**12. OTHER EQUITY**

**i. Reserves and Surplus**

(Amount in INR Lakhs)

Particulars	March 31, 2020	March 31, 2019
Capital Reserve	2,248.55	2,248.55
Securities Premium Reserve	499.24	499.24
General Reserve	111.97	111.97
Retained Earnings	(2,148.54)	(1,950.58)
Capital Reduction Reserve	(755.20)	(755.20)
	<b>(43.98)</b>	<b>153.98</b>

**(a) Securities Premium Reserve**

(Amount in INR Lakhs)

Particulars	March 31, 2020	March 31, 2019
Opening balance	499.24	499.24
Add/(Less):		
Issue of equity shares	-	-
<b>Closing balance</b>	<b>499.24</b>	<b>499.24</b>

The amount received in excess of face value of the equity shares is recognised in Share Premium Reserve. This is not available for distribution of dividend but can be utilised for issuing bonus shares.

**(b) General Reserve**

(Amount in INR Lakhs)

Particulars	March 31, 2020	March 31, 2019
Opening balance	111.97	111.97
Add/(Less): Changes during the year	-	-
<b>Closing balance</b>	<b>111.97</b>	<b>111.97</b>

**(c) Retained Earnings**

(Amount in INR Lakhs)

Particulars	March 31, 2020	March 31, 2019
Opening balance	<b>(1,950.58)</b>	<b>(1,950.58)</b>
Net Profit/(Loss) for the year	(210.65)	-
Add/(Less):		
Income Tax Adjustment	12.68	-
<b>Closing balance</b>	<b>(2,148.54)</b>	<b>(1,950.58)</b>

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**ii. Components of Other Comprehensive Income**

**(Amount in INR Lakhs)**

<b>Particulars</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>
Revaluation Reserve	7.34	7.34
Equity Instruments through OCI	(3.33)	-
	<b>4.00</b>	<b>7.34</b>

**Components of Other Comprehensive Income (OCI)**

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

**(Amount in INR Lakhs)**

<b>Particulars</b>	<b>Revaluation Reserve</b>	<b>Equity Instruments through OCI</b>	<b>Total</b>
<b>As at April 1, 2018</b>	7.34	-	<b>7.34</b>
Add/(Less): Changes during the year	-	-	-
<b>As at March 31, 2019</b>	<b>7.34</b>	-	<b>7.34</b>
Add/(Less): Changes during the year	-	(3.33)	(3.33)
<b>As at March 31, 2020</b>	<b>7.34</b>	<b>(3.33)</b>	<b>4.00</b>

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

### 13. BORROWINGS

**(Amount in INR Lakhs)**

Particulars	March 31, 2020	March 31, 2019
<b>Non Current Borrowings</b>		
<b>Unsecured</b>		
(e) Loans from Related Parties	1,415.10	1,448.42
	<b>1,415.10</b>	<b>1,448.42</b>
<b>NET</b>	<b>1,415.10</b>	<b>1,448.42</b>
<b>Current Borrowings*</b>		
<b>Secured</b>		
Loans repayable on demand		
From Banks	-	
		165.26
<b>Total</b>	-	165.26
<b>Unsecured</b>		
Loans from Other Parties	505.85	42.15
<b>Total</b>	<b>505.85</b>	<b>207.42</b>

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

Particulars	Security	March 31, 2020	March 31, 2019
(Amount in INR Lakhs)			
<b>Non Current Borrowings</b>			
<b>Unsecured</b>			
Loans from Related Parties		1,415.10	1,448.42
<b>Gross Non Current Borrowings</b>		<b>1,415.10</b>	<b>1,448.42</b>
Less: Current maturity		-	-
<b>Net Non Current Borrowings (as per Balance sheet)</b>		<b>1,415.10</b>	<b>1,448.42</b>

<b>Current Borrowings</b>			
(Amount in INR Lakhs)			
Particulars	Security	March 31, 2020	March 31, 2019
<b>Secured</b>			
Loans repayable on demand From Banks	Secured By first charge by way of hypothecation of all stocks, book debts, and all other current assets of the company and collateral security by way of	-	165.26
<b>Unsecured</b>			
Loans repayable on demand from others		505.85	42.15

The carrying amounts of financial and non-financial assets given as security for current and non current borrowings are disclosed in Note 31

**Net debt Reconciliation**

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented

(Amount in INR Lakhs)		
Particulars	March 31, 2020	March 31, 2019
Current Borrowings	505.85	207.42
Non-current Borrowings	1,415.10	1,448.42
Interest accrued on borrowings	-	-
<b>Net Debt</b>	<b>1,920.95</b>	<b>1,655.84</b>

(Amount in INR Lakhs)			
Particulars	Liabilities from financing activities		Total
	Non Current Borrowings	Current Borrowings	
<b>Net Debt as at March 31, 2019</b>	1,448.42	207.42	1,655.84
Cash Inflow	430.37	-	430.37
Cash Outflow	-	(165.26)	(165.26)
Net receipt from Current Borrowings	-	-	-
	1,878.79	42.15	1,920.95
Interest Expense	30.57	0.05	30.62
Interest Paid	(26.00)	(0.05)	(26.05)
Other Adjustments	(463.70)	463.70	-
<b>Net Debt as at March 31, 2020</b>	<b>1,419.67</b>	<b>505.85</b>	<b>1,925.52</b>

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**14. TRADE PAYABLES**

(Amount in INR Lakhs)

Particulars	March 31, 2020	March 31, 2019
<b>Current</b>		
Trade Payables to Micro, Small and Medium Enterprises	-	-
Trade Payables to Others	139.62	262.94
<b>Total</b>	<b>139.62</b>	<b>262.94</b>

**15. OTHER LIABILITIES**

(Amount in INR Lakhs)

Particulars	March 31, 2020	March 31, 2019
<b>Current</b>		
Statutory Liabilities	0.53	10.78
<b>Total</b>	<b>0.53</b>	<b>10.78</b>

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**16. REVENUE FROM OPERATIONS**

(Amount in INR Lakhs)

Particulars	2019-20	2018-19
Sale of Goods	-	-
	-	-

**17. OTHER INCOME**

(Amount in INR Lakhs)

Particulars	2019-20	2018-19
Interest income on Others	2.35	-
Other Non Operating Income		
Miscellaneous Income**	30.16	-
	<b>32.57</b>	-

\*\* Includes sundry balances written back on the basis of internal evaluation.

**18. CHANGES IN INVENTORIES OF STORES, SPARES AND FUEL**

(Amount in INR Lakhs)

Particulars	2019-20	2018-19
Inventories as at the beginning of the year		
Finished Goods	20.00	20.00
Raw Material	-	-
<b>Total</b>	<b>20.00</b>	<b>20.00</b>
Less : Inventories as at the end of the year		
Finished Goods	20.00	20.00
Raw Material	-	-
<b>Executive Director</b>	<b>20.00</b>	<b>20.00</b>
<b>Net decrease / (increase) in inventories</b>	<b>-</b>	<b>-</b>

**19. EMPLOYEE BENEFITS EXPENSE**

(Amount in INR Lakhs)

Particulars	2019-20	2018-19
Salaries, wages and bonus	28.29	-
Contribution to provident and other funds	-	-
	<b>28.29</b>	-

**20. FINANCE COST**

(Amount in INR Lakhs)

**THE RUBBER PRODUCT LIMITED****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

Particulars	2019-20	2018-19
Interest expense on debts and borrowings	30.57	-
	<b>30.57</b>	<b>-</b>



**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**21. DEPRECIATION AND AMORTISATION EXPENSE**

(Amount in INR Lakhs)

Particulars	2019-20	2018-19
Depreciation on investment properties	85.64	-
	<b>85.64</b>	<b>-</b>

**22. OTHER EXPENSES**

(Amount in INR Lakhs)

Particulars	2019-20	2018-19
Payments to auditors (Refer note below)	0.75	-
Legal and professional fees	6.18	-
Rates and taxes	85.98	-
Miscellaneous expenses	5.81	-
<b>Total</b>	<b>98.72</b>	<b>-</b>

**(a) Details of Payments to auditors**

(Amount in INR Lakhs)

	2019-20	2018-19
<b>As auditor</b>		
Audit Fee	0.75	-
Tax audit fee	-	-
	<b>0.75</b>	<b>-</b>

**23. EARNINGS PER SHARE**

(Amount in INR Lakhs)

Particulars	March 31, 2020	March 31, 2019
<b>(a) Earnings per share</b>		
Basic earnings per share attributable to the equity holders of the company	(5.15)	-
Diluted earnings per share attributable to the equity holders of the company	(5.15)	-
<b>(b) Reconciliations of earnings used in calculating earnings per share</b>		
<i>Basic earnings per share</i>		
Profit attributable to the equity holders of the company used in calculating basic earnings per share	(210.65)	-
	<b>(210.65)</b>	<b>-</b>
<i>Diluted earnings per share</i>		
Profit attributable to the equity holders of the company	(210.65)	-
Adjustments for calculation of diluted earnings per share	-	-
<b>Profit attributable to the equity holders of the company used in calculating diluted earnings per share</b>	<b>(210.65)</b>	<b>-</b>
<b>(c) Weighted average number of shares used as the denominator</b>		
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	4,088,400	4,088,400
Adjustments for calculation of diluted earnings per share	-	-
<b>Weighted average number of equity shares used as the denominator in calculating diluted earnings per share</b>	<b>4,088,400</b>	<b>4,088,400</b>

The weighted average number of shares takes into account the weighted average effect of changes in equity share transactions during the year. There have been no other transactions involving Equity shares or potential Equity shares between the reporting date and the date of authorisation of these financial statements.

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**24. EMPLOYEE BENEFIT OBLIGATIONS**

	(Amount in INR Lakhs)			
	March 31, 2020		March 31, 2019	
	Current	Non Current	Current	Non Current
Gratuity	-	-	-	-
<b>Total Employee Benefit Obligation</b>	-	-	-	-

As on March 31, 2020 & March 31, 2019 company doesnot have any employee on payroll . Therefore provision in relation to Grauity has not been made and consequently no actuarial valaution report was taken as on 31-03-2020.

**Post Employment obligations**

**a) Gratuity**

The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by number of years of service.

**b) Defined contribution plans**

The company also has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations and pension contribution for offshore crew to pension fund. The contributions are made to registered fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**25. COMMITMENTS AND CONTINGENCIES**

(Amount in INR Lakhs)

**A. Commitments**

**i. Capital Commitments**

Capital expenditure contracted for at the end of the reporting period is as follows:

Particulars	March 31, 2020	March 31, 2019
Property, plant and equipment	-	-
Investment Property	-	-

(Amount in INR Lakhs)

B. Contingent Liabilities	March 31, 2020	March 31, 2019
i. Claim against the company not acknowledged as debt	-	-
ii. Bank Guarantees issued by banks	-	-
	-	-

**26. RELATED PARTY TRANSACTIONS**

**(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures**

Name of Related Party	Nature of Relationship	Country of Incorporation
Max Spare Ltd.	Enterprises over which Key Managerial	India
United Van Der Horst Limited	Personnel are able to exercise significant influence.	India
The Cosmos India Rubber Works Pvt. Ltd	Associate	India

**Key Management Personnel (KMP)**

Jagmeet Singh Sabharwal *	Director
Sarbjit Singh Chaudhary *	Director
Sonal Singh *	Director
Akshay Ashokan Veliyil *	Director
Kalpesh Kantilal Shah *	CFO

\* with effect from February 22, 2019

**(ii) Key management personnel compensation (Amount in INR Lakhs)**

	31-Mar-20	31-Mar-19
Short term employee benefits	-	-
Post-employment benefits	-	-
	-	-

**(v) Loans from related parties**

Name	Nature of Relationship	Particulars	March 31, 2020	March 31, 2019
<b>Loans to related parties</b>				
<b>Jagmeet Singh Sabharwal</b>	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Beginning of the year	984.72	-
		Loans Received		984.72
		Repayments made	(984.72)	-
		Interest charged	-	-
		Interest paid	-	-
		<b>End of the year</b>	0.00	984.72
<b>Max Spare Ltd</b>	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Beginning of the year	-	-
		Loans Received	1,415.10	-
		Repayments made	-	-
		Interest charged	-	-
		Interest paid	-	-
		<b>End of the year</b>	1,415.10	-

**(vi) Terms and conditions of transactions with related parties**

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. M/s Max Spare Limited (Co- Resolution Applicant) is not charging any interest on unsecured loan given to the company upto the amount infused for reviving the company as per approved Resolution Plan by NCLT, Mumbai vide its order dated 19.02.2019 read with National Company Law Appellate Tribunal, New Delhi ("NCLAT") dated 11.06.2019.

**27. SEGMENT REPORTING**

The Company does not have Revenue from Operations and hence for the purpose of Disclosure of Segment Information, the Company does not have a Business Segment.

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**28. FAIR VALUE MEASUREMENTS**

**i. Financial Instruments by Category**

Particulars	Carrying Amount		(Amount in INR Lakhs)	
	March 31, 2020	March 31, 2019	Fair Value March 31, 2020	Fair Value March 31, 2019
<b>FINANCIAL ASSETS</b>				
<b>Amortised cost</b>				
Loans	25.00	25.00	25.00	25.00
Cash and Cash Equivalents	1.89	0.40	1.89	0.40
Security Deposits	-	-	-	-
Other Financial Assets	14.39	(3.34)	14.39	(3.34)
<b>FVTOCI</b>				
Equity Instruments	3.34	3.34	0.01	0.01
<b>FVTPL</b>				
Derivative not designated as hedges	-	-	-	-
<b>Total</b>	<b>44.12</b>	<b>25.40</b>	<b>40.79</b>	<b>22.07</b>
<b>FINANCIAL LIABILITIES</b>				
<b>Amortised cost</b>				
Borrowings	1,920.95	1,655.84	1,920.95	1,655.84
Trade Payables	139.62	262.94	139.62	262.94
Other financial liabilities	-	-	-	-
<b>Total</b>	<b>2,061.06</b>	<b>1,918.77</b>	<b>2,061.06</b>	<b>1,918.77</b>

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, loans, current borrowings and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair values of non current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk. Since there is no change in the current borrowing rate of the company, fair value approximate their carrying value.

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**There have been no transfers among Level 1, Level 2 and Level 3 during the period**

The fair value of financial instruments referred above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements). The categories used are as follows :

**Level 1** - Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

**Level 2** - The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3** - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity shares, contingent consideration and indemnification assets included in level 3.

**iii. Valuation technique used to determine fair value**

Specific Valuation techniques used to value financial instruments include:

- the fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves
- the fair value of foreign exchange contracts and principal swap is determined using forward exchange rates at the balance sheet date
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

**iv. Valuation processes**

The finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Managing Director (MD) and the audit committee. Discussions of valuation processes and results are held between the MD, AC and the valuation team periodically.

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**29. FINANCIAL RISK MANAGEMENT**

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The Company's activity exposes it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the company, derivative financial instruments, such as foreign exchange swap contracts, foreign currency forward contracts are entered to hedge certain foreign currency risk exposures and interest rate swaps to hedge variable interest rate exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments. This note explains the sources of risk which the entity is exposed to and how the company manages the risk and the impact of hedge accounting in the financial statements.

**(A) Credit risk**

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, investments carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables and unbilled revenue.

**i. Credit risk management**

Credit risk has always been managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due.

A default on a financial asset is when the counterparty fails to make contractual payments of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

**ii. Provision for expected credit losses**

The company follows 'simplified approach', for recognition of impairment loss allowance on trade receivables or contract revenue receivables and unbilled revenue.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables and unbilled revenue. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**30. CAPITAL MANAGEMENT**

For the purpose of the company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The company includes within debt, interest bearing loans and borrowings, trade and other payables, less other bank balances.

	<b>(Amount in INR Lakhs)</b>	
	<b>March 31, 2020</b>	<b>March 31, 2019</b>
Borrowings	1,920.95	1,655.84
Trade payables	139.62	262.94
Other payables	-	-
Less: Other bank balances	-	-
<b>Net Debt</b>	<b>2,061.56</b>	<b>1,919.77</b>
Total Equity (Equity Capital and Other equity)	368.86	570.16
<b>Total Capital</b>	<b>368.86</b>	<b>570.16</b>
<b>Capital and net debt</b>	<b>2,430</b>	<b>2,489</b>
<b>Gearing ratio (%)</b>	<b>85</b>	<b>77</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define capital structure requirements. The financial covenants relate to gearing ratio, ratio of net finance cost to EBITDA, fixed assets coverage ratio etc.

	<b>(Amount in INR Lakhs)</b>	
<b>31. ASSETS GIVEN AS SECURITY</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>
<b>The carrying amount of assets given as security for current and non current borrowings are:</b>		
<b>CURRENT ASSETS</b>		
<b>Financial Assets</b>		
<b>First Charge</b>		
Trade Receivables	-	-
Inventories		20.00
<b>Total current assets</b>	<b>-</b>	<b>20.00</b>
<b>NON CURRENT ASSETS</b>		
<b>First Charge</b>		
Investment Property	-	2,429.47
Investment	-	3.84
Other Non-current assets	-	21.00
<b>Total non current assets</b>	<b>-</b>	<b>2,454.31</b>



**THE RUBBER PRODUCT LIMITED****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020****32. OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES**

The following table presents the recognised financial instruments that are offset and other agreements but not offset, as at March 31, 2020 and March 31, 2019 . The column 'net amount' shows the impact on the company's balance sheet if all set-off rights were exercised.

(Amount in INR Lakhs)						
	Effects of offsetting on the balance sheet			Related amounts not offset		
	Gross amount	Gross amounts set off in the balance sheet	Net amount presented in the balance sheet	Amounts subjects to netting arrangements	Financial instruments collateral	Net amount
<b>March 31, 2020</b>						
<b>Financial assets</b>						
Cash and cash equivalents	1.89	-	1.89	-	-	1.89
Other financial assets	17.73	-	17.73	-	-	17.73
<b>Total</b>	<b>19.12</b>	<b>-</b>	<b>19.12</b>	<b>-</b>	<b>-</b>	<b>19.62</b>
<b>Financial liabilities</b>						
Trade payables	139.62	-	139.62	-	-	139.62
Borrowings	1,920.95	-	1,920.95	-	-	1,920.95
<b>Total</b>	<b>2,060.56</b>	<b>-</b>	<b>2,060.56</b>	<b>-</b>	<b>-</b>	<b>2,060.56</b>
<b>March 31, 2019</b>						
<b>Financial assets</b>						
Cash and cash equivalents	0.40	-	0.40	-	-	0.40
<b>Total</b>	<b>0.40</b>	<b>-</b>	<b>0.40</b>	<b>-</b>	<b>-</b>	<b>0.40</b>
<b>Financial liabilities</b>						
Trade payables	262.94	-	262.94	-	-	262.94
Borrowings	1,655.84	-	1,655.84	-	-	1,655.84
Derivative financial instruments	-	-	-	-	-	-
Other financial liabilities	-	-	-	-	-	-
<b>Total</b>	<b>1,918.77</b>	<b>-</b>	<b>1,918.77</b>	<b>-</b>	<b>-</b>	<b>1,918.77</b>

**THE RUBBER PRODUCT LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

**33. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)**

		(Amount in INR Lakhs)	
Particulars	March 31, 2020	March 31, 2019	
Principal amount due to suppliers under MSMED Act, 2006	-	-	
Interest accrued and due to suppliers under MSMED Act, on the above amount	-	-	
Payment made to suppliers ( other than interest ) beyond the appointed day, during the year	-	-	
Interest paid to suppliers under MSMED Act, ( other than Section 16 )	-	-	
Interest paid to suppliers under MSMED Act, ( Section 16 )	-	-	
Interest due and payable to suppliers under MSMED Act, for payment already made	-	-	
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act, 2006	-	-	

The information has been given in respect of such vendors to the extent they could be identified as "Micro and Small" enterprises on the basis of information available with the Company.

**34. STANDARDS ISSUED/AMENDED BUT NOT YET EFFECTIVE**

The amendment to standard issued up to the date of issuance of the Company's financial statements have been given in Company's financial statements .

Significant Accounting Policies and Notes forming part of the Financial Statements

1 to 34

**As per our report of even date attached**  
**For Patel Shah & Joshi**  
**Chartered Accountants**  
**F.R.No. 107768W**

**For and on behalf of the board**

**Sd/-**

CA Jayant I Mehta **Partner**  
M.No.: 42630  
UDIN:20042630AAAAABI1427

**Sd/-**

Jagmeet Singh Sabharwal  
**Executive Director**  
DIN: 00270607

**Sd/-**

Akshay Veliyil  
**Director**  
DIN: 07826136

**Sd/-**

Kalpesh Shah  
**Chief Financial Officer**

**Sd/-**

Sameer Shinde  
**Company Secretary**  
Membership No: 55808

**Place: Thane**  
**Date: 30th June, 2020**