Radhey Trade Holding Limited

5th September, 2020

To,
BSE Limited,
Listing Dept./Dept. of Corporate Service,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai–400001

Scrip Code: 539814 Scrip Code: RADHEY

Sub: 39th Annual Report 2019-20 of the Company
Ref.: Regulation 34 of SEBI (LODR) Regulations, 2015

Dear Sir,

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and amendments thereof, we are submitting herewith the Annual Report of the Company for the Financial Year 2019-20 along with Notice Convening the 39th Annual General Meeting to be held on Tuesday, 29th September, 2020 at 02:00 p.m. though Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Kindly take the same in your record

Thanking you.
Yours faithfully,

For **Radhey Trade Holding Limited**

RADHEY TRADE HOLDING LIMITED JAMNAGAR

Dhiraj Kothari
Director

RADHEY TRADE HOLDING LIMITED

ANNUAL REPORT 2019-2020

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CORPORATE INFORMATION

Board of Directors	
Dhiraj Kothari	Whole Time Director (w.e.f 18th October, 2019)
Piyush Malde	Executive Director (upto 9th November, 2019)
Svapna Chauhan	Executive Director
Samir Chaudhary	Independent Director
Harshil Naishad Shah	Independent Director
Sonal Jayeshkumar Sheth	Independent Director
Aditi Sayan Chatterjee	Additional Executive Director (w.e.f 9th November, 2019)

Key Managerial Personnel	
Pankaj Sharma	Chief Financial Officer (upto 21st July, 2020)
Khadak Chand Thakur	Chief Financial Officer (w.e.f 21st July, 2020)
Shipra Mapara	Company Secretary & Compliance officer (upto 5th December, 2019)
Nitin Mistry	Company Secretary & Compliance Officer (from 6th December, 2019)

Statutory Auditor	**Secretarial Auditor**
M/s. Jayesh Patel & Co. A/7, Ravikrupa Society, Behind Satyam Mall, Satelite, Ahmedabad, 380015. Email: cajpatel@gmail.com	**S Bhattbhatt & Co.** B-212, Atlantis K-10, Sarabhai Road, Vadodara 361008. **Email:** sbhattbhattco@gmail.com **Tel** +91- 0265-2333455

Registered Office	**Registrar And Share Transfer Agent (RTA)**
Digvijay Plot, Street No. 51 Opposite Makhicha Nivas Jamnagar 361005 **Tel :** +91-288-2661942; **Email:** info@rholdings.org; **Web:** www.rholdings.org	**M/s Niche Technologies Private Limited** D-511 Bagree Market, 71 B. R. B. Basu Road, Kolkata – 700001, **Tel:** 033-2234-3576/033-2235-7270 **Email ID**: nichetechpl@nichetechpl.com

BOARD'S REPORT

To the Member(s)

The Board of Directors hereby submits the report of the business and operations of your Company along with the Audited Financial Statements, for the financial year ended March 31, 2020.

FINANCIAL RESULTS: **(Amount in Rs. Lakh)**

Particulars	F.Y. 2019-20	F.Y. 2018-19
Revenue from operations	302.23	932.67
Other Income	12.13	2.89
Total Income	**314.36**	**935.56**
Operating expenditure before Finance cost, depreciation and amortization	**295.46**	**903.29**
Earnings before Finance cost, depreciation and amortization (EBITDA)	18.90	32.27
Less: Finance costs Depreciation and amortization expense	0.00 -	0.00 -
Profit/(Loss) before tax	**18.90**	**32.27**
Less: Current Tax Deferred Tax	4.72 0.00	7.50 1.55
Profit/(Loss) for the year (PAT)	**14.18**	**23.22**

FINANCIAL PERFORMANCE
During the year the company has achieved Rs. 302.23 Lakhs Revenue as compare to last year Rs.932.67 Lakhs. Also, consequently Net profit of the Company has also decreased from Rs. 23.22 Lakhs to Rs. 14.18 Lakhs.

DIVIDEND
During the year, the Company has declared an Interim Dividend at rate of 1.5% during the financial year 2019-20. However due to small profit during the reporting period company does not recommend any dividend.

COVID-19 Pandemic Approach & Impact
The global health pandemic disrupted daily lives, livelihoods, businesses and economies world over, orchestrating an uncertain situation on account of endless lockdowns of cities and countries. This unprecedented event caused an operational and financial dent to businesses of all sizes and statures, challenging frameworks and continuity plans. To ensure safety of people and continuity of operations, businesses resorted to immediate viable measures like remote working and cost reductions to stay afloat and sustain with restrictions easing and commercial activity gradually picking up across the country, business sentiment is showing positive signs of recovery. But will it ever be like before?

The pandemic has forced change: economic, societal and commercial. It is imperative to re-valuate existing plans, remodel to sustain, factor in resilience to overcome future challenges of similar velocity, and most importantly adapt to the 'New Normal'.

AMOUNT TRANSFERRED TO RESERVE
Full amount of net profit are carried to Reserve & Surplus account of the Company.

CHANGE IN NATURE OF BUSINESS
During the year, your Company has not changed its business or object and continues to be in the same line of business as per main object of the Company. However company in the Month of June 2020 approve the Business change from Trading of Products to businesses of dry cleaners, launderers, dyers and laundry sundriesmen etc.

AUTHORIZED CAPITAL
The present Authorized Capital of the Company is Rs.3,25,00,000/- divided into 32,50,000 Equity Shares of 10/- each.

ISSUED, SUBSCRIBED & PAID-UP CAPITAL
The present Issue, Subscribed & Paid-up Capital of the Company is Rs.3,24,00,000 divided into 32,40,000 Equity Shares of Rs.10/- each. During the year under review, there was no change in the authorized and paid-up share capital of the Company.

BOARD MEETING

The Board of the Company regularly meets to discuss various Business opportunities. Additional Board meetings are convened as and when requires discussing and deciding on various business policies, strategies and other businesses.

During the year under review, Board of Directors of the Company met 7 times on 16th April, 2019, May 24, 2019; August 14, 2019; October 18, 2019; November 9, 2019; December 06, 2019 and February 12, 2020.

The gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Act.

INDEPENDENT DIRECTORS

In terms of Section 149 of the Companies Act, 2013 and rules made there under, the Company has Three Non-Promoter Independent Directors as on the date of report in line with the Companies Act, 2013. A separate meeting of Independent Directors was held on March 10, 2020 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board.

The terms and conditions of appointment of Independent Directors and Code for Independent Director are incorporated on the website of the Company at www.rholdings.org.

The Company has received necessary declaration from each independent director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013.

Sr. No.	Name of Independent Director	Date of Appointment	Date of Cessation
1	Mrs. Puja Sharma	04th August 2014	13th May 2019
2	Mr. Samir Chaudhary	18th April 2019	-
3	Mr. Harshil Shah	16th April 2019	-
4	Mrs. Sonal Sheth	07th June 2019	-

KEY MANAGERIAL PERSONNEL

In accordance with Section 203 of the Companies Act, 2013, Mr. Rahul Sharma resigned as the Managing Director of the Company and Mr. Dhiraj Kothari was appointed as the Whole Time Director. Ms. Aditi Chatterjee was also appointed as the Executive Director of the Company.

During the year under review, Mrs. Shipra Mapara has tendered her resignation with effect from 5th December, 2019 and Mr. Nitin Mistry has been appointed as a Company Secretary and Compliance officer of the company from 6th December, 2019.

PERFORMANCE EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Companies Act, 2013 in the following manners;

a) The performance of the board was evaluated by the board, after seeking inputs from all the directors, on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.
b) The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.
c) The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.
d) In addition, the chairman was also evaluated on the key aspects of his role.

   Separate meeting of independent directors was held to evaluate the performance of non- independent directors, performance of the board as a whole and performance of the chairman, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

a) In preparation of annual accounts for the year ended March 31, 2020, the applicable accounting standards have been followed and that no material departures have been made from the same;
b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
d) The Directors had prepared the annual accounts for the year ended March 31, 2020 on going concern basis.
e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and

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

AUDIT COMMITTEE

Audit Committee meeting is generally held for the purpose of recommending the Quarterly, half yearly and yearly financial result. Additional meeting is held for the purpose of reviewing the specific item included in terms of reference of the Committee.

Name	Designation
Mrs. Sonal Sheth	Chairman
Mr. Harshil Shah	Member
Mr. Samir Chaudhary	Member

The Statutory Auditors of the Company are invited in the meeting of the Committee wherever requires. Chief Financial Officer of the Company is a regular invitee at the Meeting.

Recommendations of Audit Committee, wherever/whenever given, have been accepted by the Board.

STAKEHOLDER'S GRIEVANCE & RELATIONSHIP COMMITTEE

The Company has constituted Stakeholder's Grievance & Relationship Committee mainly to focus on the redressal of Shareholder's/ Investor's Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc.

Name	Designation
Mrs. Sonal Sheth	Chairman
Mr. Harshil Shah	Member
Ms. Aditi Chatterjee	Member

During the year, the Company had not received any complaints from the Shareholders. There was no complaint pending as on March 31, 2020.

NOMINATION AND REMUNERATION COMMITTEE

The Company has formed Nomination and Remuneration committee in line with the provisions of Section 178 of the Companies Act, 2013. Nomination and Remuneration Committee meetings are generally held for identifying the persons who are qualified to become Directors and may be appointed in senior management and recommending their appointments and removal.

Name	Designation
Mr. Samir Chaudhary	Chairman
Mr. Harshil Shah	Member
Mrs. Sonal Sheth	Member

NOMINATION AND REMUNERATION POLICY

Nomination and Remuneration Policy in the Company is designed to create a high performance culture. It enables the Company to attract motivated and retained manpower in competitive market, and to harmonize the aspirations of human resources consistent with the goals of the Company.

Key points of the Nomination and Remuneration Policy are;

Policy on Appointment of Directors, Key Managerial Personnel and Senior Management Personnel:

a) The policy is formulated to identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, Key Managerial Personnel and Senior Management personnel and recommend to the Board for his / her appointment.
b) A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment.
c) In case of appointment of Independent Director, the Committee shall satisfy itself with regard to the independent nature of the Director vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

Policy on remuneration of Director, KMP and Senior Management Personnel:

a) The Company's remuneration policy is driven by the success and performance of Director, KMP and Senior Management Personnel vis-à-vis the Company. The Company's philosophy is to align them with adequate compensation so that the compensation is used as a strategic tool that helps us to attract, retain and motivate highly talented individuals who are committed to the core value of the Company. The Company follows mixed of fixed pay, benefits and performance based variable pay. The Company pays remuneration by way of salary, benefits, perquisites and allowance. The remuneration and sitting fees paid by the Company are within the salary scale approved by the Board and Shareholders.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at www.rholdings.org.

REMUNERATION OF DIRECTORS

The details of remuneration paid during the financial year 2019-20 to Directors of the Company are provided in Form MGT-9 which is the part of this report.

VIGIL MECHANISM

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. 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.rholdings.org.

PUBLIC DEPOSITS

The Company has not accepted any deposits from Shareholders and Public falling within the ambit of Section 73 of the Companies Act, 2013 and rules made there under. There were no deposits, which were claimed and remained unpaid by the Company as on March 31, 2020.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement for the year ended on March 31, 2020.

EXTRACT OF ANNUAL RETURN

As provided under section 92(3) of the Companies Act, 2013, the details forming part of the extract of the Annual Return in Form MGT-9 is annexed to this Report as **Annexure – A**.

TRANSACTIONS WITH RELATED PARTIES

During the year under review, there were no contracts or arrangements or transactions with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 was executed in terms of Section 188 of the Companies Act, 2013. Further, there were no related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company.

All related party transactions to be entered by the Company will be in the ordinary course of business and on arm's length basis and periodically will be placed before the Audit Committee for review.

INTERNAL FINANCIAL CONTROL (IFC) SYSTEMS AND THEIR ADEQUACY

Your Company has an effective internal control system, which ensures that all the assets of the Company are safeguarded and protected against any loss from unauthorized use or disposition.

The Internal Auditors of the Company carry out review of the internal control systems and procedures. The internal audit reports are reviewed by Audit Committee.

Your Company has also put in place adequate internal financial controls with reference to the financial statements commensurate with the size and nature of operations of the Company. During the year, such controls were tested and no material discrepancy or weakness in the Company's internal controls over financial reporting was observed.

MATERIAL CHANGES AND COMMITMENT

There are no material changes and commitments, affecting the financial position of the Company, have occurred between the ends of financial year of the Company i.e. March 31, 2020 to the date of this Report.

PARTICULAR OF EMPLOYEES

The ratio of the remuneration of each whole-time director to the median of employees' remuneration as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as **Annexure – B**.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

To foster a positive workplace environment, free from harassment of any nature, we have institutionalized the Anti-Sexual Harassment Initiative (ASHI) framework, through which we address complaints of sexual harassment at the all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate.

During the year under review, there were no incidences of sexual harassment reported.

RISK MANAGEMENT

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Since the Company is not carrying on any manufacturing activities, the details of conservation of energy, technology absorption etc. as required to be given under section 134(3)(m) of the Companies Act 2013 read with the Companies (Accounts) Rules, 2014,

are not applicable to the Company.
Further, there was no foreign exchange earnings and outgo during the financial year 2019-20 (Previous Year – Nil).

CORPORATE GOVERNANCE
Your Company strives to incorporate the appropriate standards for corporate governance. However, pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore the Company has not provided a separate report on Corporate Governance, although few of the information are provided in this report under relevant heading.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT
Management Discussion and Analysis Report for the year under review, as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of this Annual Report.

STATUTORY AUDITOR AND THEIR REPORT
M/s. Jayesh Patel & Co., Chartered Accountants (FRN.: 146776W), Ahmedabad were appointed as Statutory Auditors of your Company at the thirty eighth Annual General Meeting held on September 26, 2019, for a term till the conclusion of ensuing Annual General Meeting to be held in the calendar year 2020.

The Report given by the Auditors on the financial statement of the Company is part of this Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

REPORTING OF FRAUD
The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

SECRETARIAL AUDITOR AND THEIR REPORT
The Company has appointed Mr. Suhas Bhattbhatt, Practicing Company Secretaries, to conduct the secretarial audit of the Company for the financial year 2019-20, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for the financial year 2019-20 is annexed to this report as an **Annexure – C**.

COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARD 1 AND SECRETARIAL STANDARD 2
The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied by your Company.

GENERAL DISCLOSURE
Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the act and listing regulations, to the extent the transactions took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review or they are not applicable to the Company;

i. Details relating to deposits covered under Chapter V of the Act;
ii. Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
iii. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
iv. There is no revision in the Board Report or Financial Statement;
v. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;
vi. Information on subsidiary, associate and joint venture companies.

APPRECIATIONS AND ACKNOWLEDGEMENT
Your Directors wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment during the year under review.
The Board places on record its appreciation for the support and co-operation your Company has been receiving from its suppliers, distributors, retailers, business partners and others associated with it as its trading partners. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be your Company's endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests.
Your Directors also take this opportunity to thank all Shareholders, Clients, Vendors, Banks, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

For and on behalf of Board of Directors

Dhiraj Kothari
Director
DIN: 08588181

Place: Jamnagar
Date: 28th August, 2020

Annexure –A

FORM MGT – 9 -EXTRACT OF ANNUAL RETURN
As on the financial year ended March 31, 2020

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

1) **Registration and Other Details:**

CIN		L67120GJ1981PLC103918
Registration Date		August 18, 1981
Name of the Company		Radhey Trade Holding Limited
Category/Sub-Category of the Company		Public Company limited by shares/ Indian Non-Government Company
Address of the Registered Office and contact details		Digvijay Plot, Street No. 51 Opposite Makhicha Nivas Jamnagar -361005 ; Tel : +91-288- 2661942; **Email**: info@rholdings.org; **Web**: www.rholdings.org
Whether listed Company		Yes
Name, address and contact details of Registrar and Transfer Agent, if any		Niche Technologies Pvt. Ltd 9, D-511, Bagree Market, 71 B R B Basu Road,Kolkata,West Bengal,700001; **Tel:** 91-33-22343576; **Fax:** 91-33-22156823 Email: nichetechpl@nichetechpl.com; **Web:** www.nichetechpl.com

2) **Principal Business Activity of the Company:** All the business activities contributing 10% or more of the total turnover of the Company shall be stated.

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Trading	649	100.00%

3) **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
N.A.					

4) **Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity):**

I. **Category-wise Shareholding:**

Category of Shareholders	No. of Shares held at the beginning of year				No. of Shares held at the end of year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	0	0	0	-	0	0	0	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	1,83,950	-	1,83,950	5.677	1,83,950	-	1,83,950	5.677	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	**1,83,950**	-	**1,83,950**	**5.677**	**1,83,950**	-	**1,83,950**	**5.677**	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A) =(A)(1)+(A)(2)	**1,83,950**	-	**1,83,950**	**5.677**	**1,83,950**	-	**1,83,950**	**5.677**	-

Category of Shareholders	No. of Shares held at the beginning of year				No. of Shares held at the end of year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Share Holding									
(1) Institutions									
a) Mutual Funds/UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Company	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non-Institution									
a) Bodies Corporate									
i. Indian	14,71,527	-	14,71,527	45.418	1,50,001	0	1,50,001	4.630	-40.788
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual Shareholders holding nominal share capital up to Rs. 1 lakh	80,791	76,850	1,57,641	4.865	2,49,043	86,000	3,35,043	10.341	**5.476**
i. Individual Shareholders holding nominal share capital in excess of Rs.1 lakh	11,70,639	1,28,700	12,99,339	40.103	24,59,116	1,06,100	25,65,216	79.173	**39.070**
c) Others (specify)									
NRI (Reparable/Non Reparable basis)	-	-	-	-	-	-	-	-	-
HUF	-	-	-	-	-	-	-	-	-
Clearing Members	1,27,043	0	1,27,043	3.921	5,290	0	5,290	0.163	-3.758
Trusts	-	500	500	0.015	-	500	500	0.015	-
Sub-Total (B)(2):	**28,50,000**	**2,06,050**	**30,56,050**	**94.323**	**2863450**	**192600**	**30,56,050**	**94.323**	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	**28,50,000**	**2,06,050**	**30,56,050**	**94.323**	**2863450**	**192600**	**30,56,050**	**94.323**	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**30,33,950**	**2,06,050**	**32,40,000**	**100.00**	**3047400**	**192600**	**3240000**	**100.000**	**0.00**

II. Shareholding of Promoters & Promoters Group:

Name	Shareholding at beginning of year		Date wise Increase/ Decrease in Shareholding			Cumulative Shareholding during the year		Shareholding at end of year		% change in shareholding during the year
	No. of Share	% of total shares of the Company	Date	Increase/ Decrease in shareholding	Reason	No. of Share	% of total shares of the Company	No. of Share	% of total shares of the Company	
Zeal Dealmark Private Limited	1,83,950	5.68	N.A.	Nil	N.A.	--	--	1,83,950	5.68	-

Note: No Equity Shares have been pledged or encumbered by any of the Shareholders belonging to Promoter of Promotes' Group.

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

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	AMI CHINTANKUMAR SHAH				
	a) At the Beginning of the Year	11100	0.343		
	b) Changes during the year				
	Date Reason				
	21/06/2019 Transfer	57838	1.785	68938	2.128
	29/06/2019 Transfer	83500	2.577	152438	4.705
	12/07/2019 Transfer	-700	0.022	151738	4.683
	02/08/2019 Transfer	-3000	0.093	148738	4.591
	09/08/2019 Transfer	-2000	0.062	146738	4.529
	30/08/2019 Transfer	-3040	0.094	143698	4.435
	06/09/2019 Transfer	-10	0.000	143688	4.435
	13/09/2019 Transfer	-3	0.000	143685	4.435
	27/09/2019 Transfer	-1000	0.031	142685	4.404
	04/10/2019 Transfer	-3800	0.117	138885	4.287
	11/10/2019 Transfer	-2939	0.091	135946	4.196
	18/10/2019 Transfer	-2540	0.078	133406	4.117
	25/10/2019 Transfer	-2004	0.062	131402	4.056
	01/11/2019 Transfer	-5154	0.159	126248	3.897
	08/11/2019 Transfer	-17648	0.545	108600	3.352
	15/11/2019 Transfer	-5226	0.161	103374	3.191
	22/11/2019 Transfer	-1910	0.059	101464	3.132
	29/11/2019 Transfer	-5664	0.175	95800	2.957
	06/12/2019 Transfer	-610	0.019	95190	2.938
	10/01/2020 Transfer	-100	0.003	95090	2.935
	17/01/2020 Transfer	-360	0.011	94730	2.924
	07/02/2020 Transfer	-25	0.001	94705	2.923
	27/03/2020 Transfer	40	0.001	94745	2.924
	c) At the End of the Year			94745	2.924
2	ASHOK DILIPKUMAR JAIN				
	a) At the Begining of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	20/09/2019 Transfer	14790	0.456	14790	0.456
	27/09/2019 Transfer	-3592	0.111	11198	0.346
	30/09/2019 Transfer	1107	0.034	12305	0.380
	18/10/2019 Transfer	-8972	0.277	3333	0.103
	25/10/2019 Transfer	11829	0.365	15162	0.468
	01/11/2019 Transfer	-15156	0.468	6	0.000
	06/12/2019 Transfer	333	0.010	339	0.010
	13/12/2019 Transfer	990	0.031	1329	0.041
	20/12/2019 Transfer	8730	0.269	10059	0.310

	27/12/2019 Transfer	13690	0.423	23749	0.733
	31/12/2019 Transfer	7541	0.233	31290	0.966
	03/01/2020 Transfer	21357	0.659	52647	1.625
	10/01/2020 Transfer	32193	0.994	84840	2.619
	31/01/2020 Transfer	14036	0.433	98876	3.052
	07/02/2020 Transfer	9	0.000	98885	3.052
	14/02/2020 Transfer	-55	0.002	98830	3.050
	21/02/2020 Transfer	-5125	0.158	93705	2.892
	28/02/2020 Transfer	3277	0.101	96982	2.993
	06/03/2020 Transfer	17019	0.525	114001	3.519
	13/03/2020 Transfer	13995	0.432	127996	3.950
	20/03/2020 Transfer	4130	0.127	132126	4.078
	27/03/2020 Transfer	9540	0.294	141666	4.372
	c) At the End of the Year			141666	4.372
3	AVNI MERCHANTS PRIVATE LIMITED				
	a) At the Begining of the Year	150000	4.630		
	b) Changes during the year				
	Date Reason				
	08/11/2019 Transfer	-150000	4.630	0	0.000
	c) At the End of the Year			0	0.000
4	BURNPUR POWER PRIVATE LIMITED				
	a) At the Begining of the Year	148800	4.593		
	b) Changes during the year				
	Date Reason				
	16/08/2019 Transfer	-148800	4.593	0	0.000
	c) At the End of the Year			0	0.000
5	CHINTAN S SHAH				
	a) At the Begining of the Year	41820	1.291		
	b) Changes during the year				
	Date Reason				
	29/06/2019 Transfer	79000	2.438	120820	3.729
	30/08/2019 Transfer	8000	0.247	128820	3.976
	27/09/2019 Transfer	10800	0.333	139620	4.309
	30/09/2019 Transfer	320	0.010	139940	4.319
	04/10/2019 Transfer	-5000	0.154	134940	4.165
	11/10/2019 Transfer	13100	0.404	148040	4.569
	18/10/2019 Transfer	4158	0.128	152198	4.697
	25/10/2019 Transfer	-61	0.002	152137	4.696
	27/12/2019 Transfer	-5600	0.173	146537	4.523
	03/01/2020 Transfer	-24900	0.769	121637	3.754
	10/01/2020 Transfer	11	0.000	121648	3.755
	07/02/2020 Transfer	90	0.003	121738	3.757
	14/02/2020 Transfer	-60	0.002	121678	3.755
	21/02/2020 Transfer	50	0.002	121728	3.757
	28/02/2020 Transfer	10	0.000	121738	3.757

	06/03/2020 Transfer	-864	0.027	120874	3.731
	27/03/2020 Transfer	-30	0.001	120844	3.730
	c) At the End of the Year			120844	3.730
6	DKC TRADING PRIVATE LIMITED				
	a) At the Begining of the Year	150000	4.630		
	b) Changes during the year				
	Date Reason				
	12/04/2019 Transfer	-106772	3.295	43228	1.334
	19/04/2019 Transfer	-43228	1.334	0	0.000
	c) At the End of the Year			0	0.000
7	GAGANBASE VINCOM PRIVATE LIMITED				
	a) At the Begining of the Year	150000	4.630		
	b) Changes during the year				
	Date Reason				
	05/04/2019 Transfer	-25835	0.797	124165	3.832
	12/04/2019 Transfer	-99500	3.071	24665	0.761
	19/04/2019 Transfer	-24665	0.761	0	0.000
	c) At the End of the Year			0	0.000
8	GLAZE CONSTRUCTION PRIVATE LTD.				
	a) At the Begining of the Year	150000	4.630		
	b) Changes during the year				
	Date Reason				
	03/05/2019 Transfer	-150000	4.630	0	0.000
	c) At the End of the Year			0	0.000
9	HARIKRISHNA AGARWAL				
	a) At the Begining of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	20/12/2019 Transfer	16188	0.500	16188	0.500
	27/12/2019 Transfer	64182	1.981	80370	2.481
	31/12/2019 Transfer	16000	0.494	96370	2.974
	c) At the End of the Year			96370	2.974
10	KAANGDAJI FABRICKS TRADERS PVT. LTD.				
	a) At the Begining of the Year	150000	4.630		
	b) Changes during the year	**[NO CHANGES DURING THE YEAR]**			
	c) At the End of the Year			150000	4.630
11	KAJAL ASHOK JAIN				
	a) At the Begining of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	13/12/2019 Transfer	916	0.028	916	0.028
	20/12/2019 Transfer	8333	0.257	9249	0.285

	03/01/2020 Transfer	11500	0.355	20749	0.640
	10/01/2020 Transfer	32195	0.994	52944	1.634
	07/02/2020 Transfer	19269	0.595	72213	2.229
	14/02/2020 Transfer	3200	0.099	75413	2.328
	21/02/2020 Transfer	10278	0.317	85691	2.645
	28/02/2020 Transfer	-1598	0.049	84093	2.595
	06/03/2020 Transfer	9855	0.304	93948	2.900
	13/03/2020 Transfer	13505	0.417	107453	3.316
	20/03/2020 Transfer	18927	0.584	126380	3.901
	c) At the End of the Year			126380	3.901
12	LALITKUMAR SHANTILAL JAIN				
	a) At the Begining of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	31/01/2020 Transfer	3282	0.101	3282	0.101
	07/02/2020 Transfer	76580	2.364	79862	2.465
	14/02/2020 Transfer	14443	0.446	94305	2.911
	13/03/2020 Transfer	300	0.009	94605	2.920
	c) At the End of the Year			94605	2.920
13	PARAS VINODRAI SHAH				
	a) At the Begining of the Year	128364	3.962		
	b) Changes during the year				
	Date Reason				
	18/10/2019 Transfer	-22500	0.694	105864	3.267
	25/10/2019 Transfer	-20000	0.617	85864	2.650
	08/11/2019 Transfer	-85864	2.650	0	0.000
	c) At the End of the Year			0	0.000
14	SARVAJANA PROPERTIES PVT LTD				
	a) At the Begining of the Year	129420	3.994		
	b) Changes during the year				
	Date Reason				
	05/04/2019 Transfer	-129420	3.994	0	0.000
	c) At the End of the Year			0	0.000
15	SHAH UTSAV SUMANCHANDRA				
	a) At the Begining of the Year	21000	0.648		
	b) Changes during the year				
	Date Reason				
	21/06/2019 Transfer	54181	1.672	75181	2.320
	28/06/2019 Transfer	12654	0.391	87835	2.711
	29/06/2019 Transfer	70000	2.160	157835	4.871
	12/07/2019 Transfer	3613	0.112	161448	4.983
	23/08/2019 Transfer	-446	0.014	161002	4.969
	30/08/2019 Transfer	-38	0.001	160964	4.968
	13/09/2019 Transfer	-5	0.000	160959	4.968

	30/09/2019 Transfer	21482	0.663	182441	5.631
	08/11/2019 Transfer	-200	0.006	182241	5.625
	29/11/2019 Transfer	-10000	0.309	172241	5.316
	06/12/2019 Transfer	-4940	0.152	167301	5.164
	13/12/2019 Transfer	-7720	0.238	159581	4.925
	20/12/2019 Transfer	-15537	0.480	144044	4.446
	27/12/2019 Transfer	-17370	0.536	126674	3.910
	31/12/2019 Transfer	3705	0.114	130379	4.024
	03/01/2020 Transfer	-32314	0.997	98065	3.027
	10/01/2020 Transfer	-5110	0.158	92955	2.869
	17/01/2020 Transfer	-1350	0.042	91605	2.827
	31/01/2020 Transfer	50	0.002	91655	2.829
	07/02/2020 Transfer	-20	0.001	91635	2.828
	c) At the End of the Year			91635	2.828
16	STARWINGS FASHION TRADING LIMITED				
	a) At the Beginning of the Year	300000	9.259		
	b) Changes during the year				
	Date Reason				
	26/04/2019 Transfer	-30000	0.926	270000	8.333
	10/05/2019 Transfer	-250	0.008	269750	8.326
	21/06/2019 Transfer	-4308	0.133	265442	8.193
	28/06/2019 Transfer	-10000	0.309	255442	7.884
	26/07/2019 Transfer	-11592	0.358	243850	7.526
	27/09/2019 Transfer	-243850	7.526	0	0.000
	c) At the End of the Year			0	0.000
17	URMIL SATISHKUMAR SHAH				
	a) At the Beginning of the Year	24589	0.759		
	b) Changes during the year				
	Date Reason				
	29/06/2019 Transfer	79000	2.438	103589	3.197
	27/09/2019 Transfer	7931	0.245	111520	3.442
	30/09/2019 Transfer	43992	1.358	155512	4.800
	04/10/2019 Transfer	-1800	0.056	153712	4.744
	11/10/2019 Transfer	-1051	0.032	152661	4.712
	18/10/2019 Transfer	-9787	0.302	142874	4.410
	25/10/2019 Transfer	5614	0.173	148488	4.583
	01/11/2019 Transfer	3235	0.100	151723	4.683
	08/11/2019 Transfer	6854	0.212	158577	4.894
	15/11/2019 Transfer	-13500	0.417	145077	4.478
	22/11/2019 Transfer	-1520	0.047	143557	4.431
	29/11/2019 Transfer	-4300	0.133	139257	4.298
	06/12/2019 Transfer	1598	0.049	140855	4.347
	13/12/2019 Transfer	-2334	0.072	138521	4.275
	20/12/2019 Transfer	304	0.009	138825	4.285
	27/12/2019 Transfer	3634	0.112	142459	4.397
	31/12/2019 Transfer	-1676	0.052	140783	4.345

	03/01/2020 Transfer	-4422	0.136	136361	4.209
	10/01/2020 Transfer	-8813	0.272	127548	3.937
	17/01/2020 Transfer	-13105	0.404	114443	3.532
	24/01/2020 Transfer	-304	0.009	114139	3.523
	31/01/2020 Transfer	-1208	0.037	112931	3.486
	07/02/2020 Transfer	-3637	0.112	109294	3.373
	14/02/2020 Transfer	60	0.002	109354	3.375
	21/02/2020 Transfer	-5000	0.154	104354	3.221
	28/02/2020 Transfer	3274	0.101	107628	3.322
	06/03/2020 Transfer	30	0.001	107658	3.323
	13/03/2020 Transfer	693	0.021	108351	3.344
	20/03/2020 Transfer	-4369	0.135	103982	3.209
	27/03/2020 Transfer	4500	0.139	108482	3.348
	31/03/2020 Transfer	30	0.001	108512	3.349
	c) At the End of the Year			108512	3.349
18	VIRBALA POPATLAL JAIN				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	25/10/2019 Transfer	5487	0.169	5487	0.169
	08/11/2019 Transfer	10020	0.309	15507	0.479
	15/11/2019 Transfer	48564	1.499	64071	1.978
	22/11/2019 Transfer	1734	0.054	65805	2.031
	20/12/2019 Transfer	8155	0.252	73960	2.283
	27/12/2019 Transfer	11690	0.361	85650	2.644
	21/02/2020 Transfer	-45	0.001	85605	2.642
	28/02/2020 Transfer	297	0.009	85902	2.651
	06/03/2020 Transfer	36	0.001	85938	2.652
	13/03/2020 Transfer	-135	0.004	85803	2.648
	c) At the End of the Year			85803	2.648
19	VISHAL JAYANTILAL SHAH				
	a) At the Beginning of the Year	90604	2.796		
	b) Changes during the year				
	Date Reason				
	30/09/2019 Transfer	-30000	0.926	60604	1.870
	04/10/2019 Transfer	-20000	0.617	40604	1.253
	11/10/2019 Transfer	-30500	0.941	10104	0.312
	18/10/2019 Transfer	-10104	0.312	0	0.000
	c) At the End of the Year			0	0.000
	T O T A L	**1645697**	**50.793**	**1110560**	**34.277**

I. **Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Name	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
Not Applicable					

Note: No Equity Shares were held by any other directors and key managerial personnel and there are no transactions have been executed by any other Directors and Key Managerial Personnel based on weekly BenPose of the Company and confirmation given by them.

***** The trading in the shares of the Company took place on almost daily basis, therefore the date wise increase/ decrease in Shareholding of top ten Shareholders are taken on the basis of weekly BenPoze.

5) **Indebtedness** **(Amount in Rs.)**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
A. Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total A (i+ii+iii)	-	-	-	-
B. Change in Indebtedness during the financial year	-	-	-	-
Additions	-	-	-	-
Reduction	-	-	-	-
Net Change B	-	-	-	-
C. Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total C (i+ii+iii)	-	-	-	-

6) **Remuneration of Directors and Key Managerial Personnel**

a) **Remuneration to Managing Director, Whole-time Directors and/or Manager:** The Company has not paid any remuneration to the directors.

b) **Remuneration to other Directors:** The Company has not paid any remuneration to other directors including Non-Executive.

c) **Remuneration to Key Managerial Personnel:** The Company has paid total remuneration to company secretary for the year is Rs.380000/-
Shipra Mapara: 240000/-
Nitin Mistry: 140000/-
The company has not paid any remuneration to Key managerial personnel other than mentioned above.

7) **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)
A. Company					
Penalty Punishment Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
B. Directors					
Penalty Punishment Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
C. Other Officers in Default					
Penalty Punishment Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

Annexure – B

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under.

A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

i. **The ratio of remuneration of each director to the median remuneration of employees for the financial year:**
The Company has not paid any remuneration to any of the director so that it is not possible to find out median for the same.

ii. **The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**
As the company has not paid any remuneration to Director, Hence the percentage calculation is not applicable in this case. There has been no increase in remuneration of any Director, Chief Financial Officer and Company Secretary of the Company over previous year.

iii. **The percentage increase in the median remuneration of employees in the financial year:**
There is no increment as compare to last year in median remuneration employees during the year.

iv. **The number of permanent employees on the rolls of the Company:** 16 Employees

v. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**
The remuneration of executive directors was remained unchanged.

The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company are as per the Remuneration Policy of the Company.

Sd/-
Dhiraj Kothari
Director
DIN: 08588181

Annexure – C

SECRETARIAL AUDIT REPORT
Form No. MR-3
For the financial year ended March 31, 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,
Radhey Trade Holding Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Radhey Trade Holding Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes 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, I hereby report that, in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
I have examined the books, papers, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:

i. The Companies Act, 2013 ('the Act') and the rules made there under as applicable;

ii. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

iv. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

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, 2009/2018 – *Not Applicable to the Company during the Audit Period.*

   d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations");

   e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 - *Not Applicable to the Company during the Audit Period.*

   f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - *Not Applicable to the Company during the Audit Period.*

   g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - *Not Applicable to the Company during the Audit Period.*

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - *Not Applicable to the Company during the Audit Period.*

i) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - *Not Applicable to the Company during the Audit Period.*

vi. Secretarial Standards issued by The Institute of Company Secretaries of India w.r.t. meetings of the Board of Director (SS-1) and General Meetings (SS-2);

During the period under review the Company has complied with the provisions of the Act, Rules made there under, Regulations, guidelines etc. except that following:

- *The Company has failed to submit the documents under Regulation 47 of SEBI (LODR) Regulations, 2015.*
- *The Company has failed to submit Certificate from Statutory Auditor under Regulation 33(1) (d) of SEBI (LODR) Regulations, 2015.*

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

I further report that -
The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. 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 Companies Act, 2013 and rules made thereunder.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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 of the Board and Committees were carried with requisite majority.
I 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.

I further report that during the audit period there were no instances of:

(i) Public/Right/Preferential issue of shares / debentures/ sweat equity.
(ii) Redemption / buy-back of securities.
(iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
(iv) Merger / amalgamation / reconstruction, etc.
(v) Foreign technical collaborations.

For S Bhatttbhatt & Co.
Company Secretary

Suhas Bhattbhatt
A.C.S. 11975
C.P. No. 10427
UDIN: A011975B000536884
Place: Vadodara
Date: 31-07-2020

Note: This Report is to be read with my letter of even date which is annexed as Annexure A and it forms an integral part of this report.

Annexure A

To,
The Members,
Radhey Trade Holding Limited
D25, Digvijay Plot, Street No. 51 Opposite Makhicha Nivas Jamnagar -361005.

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis, on the records and documents provided by the Management of the Company, to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For S Bhatttbhatt & Co.
Company Secretary

Suhas Bhattbhatt
A.C.S. 11975
C.P. No. 10427
UDIN: A011975B000536884
Place: Vadodara
Date: 31-07-2020

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management's views on the Company's Performance and outlook are discussed below:

Economic Outlook:

Growth in advanced economies is forecast to decelerate toward potential rates as monetary policy is normalized and the effects of U.S. fiscal stimulus wane. In emerging market and developing economies (EMDEs), growth in commodity importers will remain strong, while the rebound in commodity exporters is projected to mature over the next two years. While well below levels expected a decade ago, these forecasts also remain above potential growth estimates. Moreover, risks to the outlook are tilted to the downside. They include disorderly financial market movements, escalating trade protectionism, and heightened geopolitical tensions. EMDE policymakers should rebuild monetary and fiscal policy buffers and be prepared for rising global interest rates and possible episodes of financial market turbulence. In the longer run, adverse structural forces continue to overshadow long-term growth prospects implying that EMDEs need to boost potential growth by promoting competitiveness, adaptability to technological change, and trade openness. These steps will help mitigate an expected growth slowdown over the next decade, especially if long term growth forecasts fall once again short of expectations.

Rapid Growth among the major emerging markets over the past 20 years has boosted global demand for commodities. The seven largest emerging markets (EM7) accounted for almost all of the increase in global consumption of metals and two-thirds of the increase in energy consumption over this period. As these economies mature and shift towards less commodity- intensive activities, their demand for most commodities may level off.

Indian Economy

A normalization in cash conditions following the demonetization of late 2016 and the fading of disruptions from last year's launch of the Goods and Services Tax should facilitate the economic recovery in FY 2018. Nonetheless, risks of fiscal slippage in the run-up to elections next year, concerns over India's banking sector, increasing global trade tensions and higher oil prices all cloud prospects.

Industry Structure and Developments

The Company has qualitative employees which have contributed in overall output of the company. However, it is also true that we have not seen concomitant credit growth, which remained at its lowest level in many years. Thanks to lack of overall demand, capital investments by the corporate sector continued to remain sluggish. Despite favorable liquidity conditions and lower interest rates, banks have found it difficult to increase lending as they have struggled with large non-performing assets (NPAs) from their loan books. Moreover, a second consecutive year of poor monsoons, weakening currency and falling exports due to deflationary conditions in many importing countries dampened economic sentiments.

Industry Structure and Developments

The bullion reserve of a country is the indicator of the amount of wealth a country possesses. Bullion is defined as a bulk quantity of precious metals consisting of gold, silver and others that can be assessed by weight and cast as a lump. Bullion is valued by its purity and mass rather than its face value which is applicable in the case of money. India Bullion Market is a recognizable index that highlights the economic growth of the nation.

Strength	**Weakness**	**Outlook/ Threat**
• A well-defined and scalable organization structure • Experienced and stable management team • The Company's biggest strength is its trained manpower and team back up by promoter Director. Which enables Smooth Conduct of operation	• Limited geographical coverage. • Dependent upon growth in stock market and overall fiscal growth.	• Economic slowdown • Increasing competition • Capital Market Slowdown
	Our Strategy	
❖ Expansion of existing activities	❖ Financial Management/Advisory Services	❖ Differentiated Services

Risk and Concerns
The very nature of the Company's business makes it susceptible to various kinds of risks. The Company encounters market risk, credit risk and operational risks in its daily business operations. The Company has framed a comprehensive Risk Management Manual which inter- alia lays down detailed process and policies in the various facets of risk management function. The risk management review framework provides complete oversight to various risk management practices and process. The framework and assessment remains dynamic and aligns with the continuing requirements and demands of the market. The Company has also implemented surveillance mechanism to deal with various trades related risks and adopted a surveillance policy in line with the regulatory requirements.

Internal Financial Control Systems and their adequacy:
Internal Control system and adequacy Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. Thus, internal control is an integral component of risk management. The Internal control checks and internal audit programmers adopted by our Company plays an important role in the risk management feedback loop, in which the information generated in the internal control process is reported back to the Board and Management. The internal control systems are modified continuously to meet the dynamic change. Further the Audit Committee of the Board of Directors reviews the internal audit reports and the adequacy and effectiveness of internal controls.

Human Resource
Equipping the Company with an engaged and productive workforce is essential to our success. We look for commitment, skills and innovative approach in people. In assessing capability, we consider technical skills and knowledge that have been acquired through experience and practice, along with mental processing ability, social process skills and their application.

We continue to invest in developing a pipeline of future talent and nurture them. As part of this process, we provide development and training opportunities to our workforce, which motivates and encourages them to grow in their work.

Cautionary Statement
This report contains statements that may be “forward looking” including, but without limitation, statements relating to the implementation of strategic initiatives, and other statements relating to Company’s future business developments and economic performance. While these forward looking statements indicate our assessment and future expectations concerning the development of our business, a number of risks, uncertainties and other unknown factors could cause actual developments and results to differ materially from our expectations. These factors include, but are not limited to, general market, macroeconomic, governmental and regulatory trends, movements in currency exchange and interest rates, competitive pressures, technological developments, changes in the financial conditions of third parties dealing with us, legislative developments, and other key factors that could affect our business and financial performance. Company undertakes no obligation to publicly revise any forward looking statements to reflect future/likely events or circumstances.

Independent Auditor's Report

AUDIT REPORT TO THE MEMBERS OF
RADHEY TRADE HOLDING LIMITED

Report on the Audit of Financial Statements

Opinion:

We have audited the accompanying financial statements of Radhey Trade Holding Limited, which comprise the Balance Sheet as at 31st March, 2020, and the Statement of Profit and Loss (Including Other Comprehensive Income) and Cash Flow Statement and the statement of Changes in Equity for the year ended, and a summary of significant accounting policies and other explanatory information.

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

Basis for Opinion
We conducted our audit in accordance with the Standards on Auditing (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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

There are no Key Audit Matters Reportable as per SA 701 issued by ICAI.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of our auditor's report.

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

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

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility

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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure A", a statement on the matter specified in the paragraph 3 and 4 of the Order.

2. As required under provisions of section 143(3) of the Companies Act, 2013, we report that:

a) We have obtained all the information and explanations which to the best of our knowledge and belief where necessary for the purposes of our audit;

b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

c) The Balance Sheet and Statement of Profit and Loss including Other Comprehensive Income Statement of Cash Flow and Statement of Changes of Equity dealt with this report are in agreement with the books of account;

d) In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Ind AS specified in section 133 of the Act, read with relevant rule issued thereunder.

e) On the basis of written representations received from the directors as on March 31, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 operating effectiveness of such controls, referred 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 the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

a) The Company has disclosed the impact of pending litigation on its financial position in its standalone financial statement except as provided in Annexure "A".

b) The Company did not have any long-term and derivative contracts as at March 31, 2020.

c) There has been no delay in transferring amounts, required to be transferred, the Investor Education and Protection Fund by the Company during the year ended March 31, 2020.

FOR JAYESH PATEL & CO.
Chartered Accountants

Jayesh Patel
Proprietor
M. No. 034745
FRN: 146776W
Place: Ahmedabad
Date: 18/06/2020
UDIN: 20034745AAAAAH2375

ANNEXURE "A" TO THE AUDITORS' REPORT

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under:

i. **In respect of Its Property, Plant & Equipments:**

a) The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.

b) These fixed assets were physically verified by the management during the year. We have been informed that no material discrepancies were noticed on such physical verification.

c) According to the information and explanation given to us and in the basis of our examination of the records of the company the title deeds of immovable properties are in the name of the company.

ii. The There is no physical inventory at the end of the year. Therefore, the requirement of clause (ii) of paragraph 3 of the said Order is not applicable to the company.

iii. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of Clause 3 (iii)(a), (iii)(b) and (iii)(c) of the said order are not applicable to the company.

iv. In our opinion and according to the information and explanations given to us, the Company has not provided any loans and advances under section 185 and 186 of the Companies Act, 2013.

v. The company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any relevant provisions of the 2013 act and the rules framed there under to the extent notified.

vi. The Central government has not prescribed the maintenance of cost records by the company under section 148(1) of the companies Act, 2013 for any of its products.

vii. In respect of Statutory Dues:

a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, GST, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.03.2020 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, GST, excise duty and cess which have not been deposited on account of any dispute except the following:

Name of the status	Nature of Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	6.82 Lacs	F.Y. 2014-15	Assessing Officer
Income Tax Act, 1961	Income tax	0.10 Lacs	F.Y. 2014-15	Assessing Officer

viii. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of loans or borrowing to financial institutions, banks or Government. The company has not issued any debentures as at the balance sheet date.

ix. There were no moneys raised by way of initial public offer or further public offer (including debt instruments). The Moneys raised by way of term loan were applied for the purpose for which those are raised.

x. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or any fraud on the Company by its officers or employees noticed or reported during the year, nor have we been informed of such cases by the Management.

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

xii. 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. 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 Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards;

xiv. 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 under review.

xv. 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 any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

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

FOR JAYESH PATEL & CO,
Chartered Accountants

Jayesh Patel
Proprietor
M. No. 034745
FRN: 146776W
Place: Ahmedabad
Date: 18/06/2020
UDIN: 20034745AAAAAH2375

ANNEXURE “B” TO THE AUDITORS’ REPORT

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

We have audited the internal financial controls over financial reporting of **Radhey Trade Holding Limited** ('the Company') as of 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

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 (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the '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

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 and the Standards on Auditing, issued by the 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 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 issued by the ICAI.

FOR JAYESH PATEL & CO,
Chartered Accountants

Jayesh Patel
Proprietor
M. No. 034745
FRN: 146776W
Place: Ahmedabad
Date: 18/06/2020
UDIN: 20034745AAAAAH2375

BALANCE SHEET

(Amount in Rs. Lakh)

PARTICULARS	Note No	2020	2019
ASSETS			
Non-Current Assets			
(a) Property, Plant, Equipment	2	0.91	1.23
(b) Financial Assets			
(ii) Loan /Advances/Deposits	3	91.62	69.60
(c) Capital work in Progress		55.13	-
Total Non-Current Assets		**147.66**	**70.83**
Current Assets			
(a) Inventory			--
(b) Financial Assets			
(i) Investment			--
(ii) Trade Receivables	4	70.28	55.19
(iii) Cash and Cash equivalents	5	0.83	4.92
(iv) Bank bal other than (iii)above		0.00	10.39
(vi) Others	6	259.44	241.02
(c) Current Tax Assets (Net)		1.79	0
(d) Other Current Assets	7	0.68	0.52
Total Current Assets		**332.92**	**312.04**
Total Assets		**480.58**	**382.87**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	8	324.00	324.00
(b) Reserves	9	33.41	19.23
Total Equity		**357.41**	**343.23**
Liabilities			
Non-Current Liabilities			
a) Financial Liabilities			
(i) Borrowings			--
(v) Other Non-Current Liabilities		--	--
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		--	--
(ii) Trade Payables			
a. Total outstanding dues to micro enterprise and small enterprise		--	--
b. Total outstanding dues to creditors other than micro enterprise and small enterprise	10	45.55	29.55
b) Other current liabilities		69.30	--
c) Provisions	11	3.60	2.60
d) Current tax liabilities (net)	12	4.72	7.50
Total Liabilities		**123.17**	**39.65**
Total Equity and Liabilities		**480.58**	**382.87**

For Jayesh Patel & Co.,
Chartered Accountant

Jayesh Patel
Proprietor
M. No. 034745
FRN: 146776W
Place: Ahmedabad
Date: 18/06/2020

Dhiraj Kothari
Whole Time Director

Pankaj Sharma
Chief Financial Officer

Aditi Chatterjeee
Executive Director

Nitin Mistry
Company Secretary

PROFIT AND LOSS ACCOUNT

(Amount in Rs. Lakh)

PARTICULARS		2020	2019
Revenue From Operations	13	302.23	932.67
Other Income		12.13	2.89
Total Income		314.36	932.56
EXPENSES		0.00	0.00
Cost of Material Consumed		0.00	897.61
Purchases of Stock-in-Trade	14	262.32	897.61
Change of Inventories of finished goods, work- in progress, stock in trade		0.00	0.00
Employee Benefit Expenses	15	8.93	0.42
Finance Costs		0.00	0.00
Depreciation and Amortization Cost	02	0.32	0.00
Other Expenses	16	23.89	5.26
Total Expenses		295.46	903.29
Profit before exceptional Items and Tax(V-VI)		18.90	32.27
Exceptional Items		0.00	0.00
Profit after Exceptional Items and Tax(V-VI)		18.90	32.27
Tax Expenses			
(1) Current Tax		**4.72**	**7.50**
(2)Defferred Tax		**0.00**	**1.55**
Profit(Loss) for the period of continuing operations		14.18	23.22
Profit/(Loss) from discontinuing Operations		0.00	0.00
Tax Expense of Discontinuing operations		0.00	0.00
Profit/(loss) from Discontinuing Operations(after tax)		0.00	0.00
Details of Equity Share Capital			
Paid-up Equity Share Capital		**324.00**	**324.00**
Face value of equity Share Capital		10/-	10/-

For Jayesh Patel & Co.,
Chartered Accountant

Jayesh Patel
Proprietor
M. No. 034745
FRN: 146776W
Place: Ahmedabad
Date: 18/06/2020

Dhiraj Kothari
Whole Time Director

Pankaj Sharma
Chief Financial Officer

Aditi Chatterjeee
Executive Director

Nitin Mistry
Company Secretary

CASH FLOW STATEMENT

(Amount in Rs. Lakh)

STATEMENT OF CASH FLOW	2020	2019
(A) : CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit after taxation and extraordinary items	14.18	32.26
Adjustment for :		
Depreciation	0.32	0
Interest Income	-12.13	-2.88
Profit on sale of Fixed Assets	0	0
Preliminary Expenses Written off	0	0
Provision for Taxation Written back	0	0
Gross Income	0	0
Operating Profit before Working Capital changes	2.37	29.37
Adjustment for working capital changes :		
Movement in Working Capital		
(Increase) / Decrease in Trade Receivables	-15.09	34.47
Increase / (Decrease) in other financial Assets	-18.42	47.9
(Increase) / Decrease in Trade payable	16	-52.16
(Increase) / Decrease in current Provision	-0.83	1.3
Increase / (Decrease) in Other Current Assets	0	-0.51
(Increase) / Decrease in Income tax	-2.78	0.83
(Increase) / Decrease in long term loans & Advances	0	0
Increase / (Decrease) in Current Liabilities	69.3	-2.48
NET CASH GENERATED FROM OPERATING ACTIVITIES	48.18	57.04
(B) : CASH FLOW FROM INVESTING ACTIVITIES :		
(Increase) / Decrease Non- Current Loan	-22.02	47.6
Interest Income	12.13	2.88
Addition / Purchase of Fixed Assets	-55.13	0
Sale proceeds of Fixed Assets	0	0
Other Non-Current Assets	0	0
NET CASH GENERATED FROM INVESTING ACTIVITIES	-65.02	44.71
(C) : CASH FLOW FROM FINANCING ACTIVITIES:		
Interest Expenses	0	0
Dividend paid	0	0
Issue of Share capital	0	0
NET CASH INVESTED IN FINANCING ACTIVITIES		
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	-14.46	12.33
Cash Equivalents at the beginning	15.31	4.2
Cash Equivalents at the End Period	0.84	16.54

For Jayesh Patel & Co.,
Chartered Accountant

Jayesh Patel
Proprietor
M. No. 034745
FRN: 146776W
Place: Ahmedabad
Date: 18/06/2020

Dhiraj Kothari
Whole Time Director

Pankaj Sharma
Chief Financial Officer

Aditi Chatterjeee
Executive Director

Nitin Mistry
Company Secretary

(Amount in Rs. Lakh)

Fixed Assets	Gross Block: Balance as at 1 April 2019	Gross Block: Impact on IND AS Transition	Gross Block: Additions	Gross Block: Disposal/ Adjustment	Gross Block: Balance as at 31 March 2020	Accumulated Depreciation: Balance as at 1 April 2019	Accumulated Depreciation: Amount Charged to Reserves (refer Note below)	Accumulated Depreciation: Depreciation charge for the year	Accumulated Depreciation: Deductions / Adjustments	Accumulated Depreciation: Balance as at 31 March 2019
NOTE : 2- PROPERTY, PLANT & EQUIPMENTS										
a Tangible Assets										
Furniture & Fixtures	1.23	-		-	0.91	-	-	0.32	-	-
Total	-	-		-	**0.91**	-	-	-	-	-

Particulars	2020	2019
NOTE : 3-NON CURRENT LOANS		
Secured, considered good	-	-
(a) Security Deposits	-	-
(c) Loan by Pramoter/ Directors/Associates Company/Subsidary Company/Group Company	-	-
(d) Other		
	-	-
Unsecured, considered good	-	-
(a) Security Deposits		
(c) Loan by Pramoter/ Directors/Associates Company/Subsidary Company/Group Company		
(d) Other	91.62	69.60
	91.62	69.60
Total	**91.62**	**69.60**

Particulars	2020	2019
NOTE : 4 - CURRENT TRADE RECEIVABLES		
(a) Secured, Considered good	-	-
(b) Unsecured, Considered good	70.28	55.19
(c) Doubtful	-	-
Less: Allowance for bad and doubtful debts	-	-
	70.28	55.19
Futher Classified		
(A) Allowance for doubtful Debts	-	-
(B) Debts Due by Directors or other officers or Group company/Associates Company/Subsidary Company	-	-
Total	**70.28**	**55.19**

Particulars	2020	2019
NOTE : 5 -CASH AND BANK BALANCES		
Balance with Banks	0.00	10.39
Cheques, drafts on hand		
Cash on hand	0.83	4.92
Others(margin money/security against the borrowings/ guarantees/ other commitments)	-	-
Total	**0.83**	**15.31**

(Amount in Rs. Lakh)

Particulars	2020	2019
NOTE : 6 - OTHER CURRENT FINANCIAL ASSETS		
Accrued Interest	-	-
Other Receivable	259.44	241.02
Total	**259.44**	**241.02**

(Amount in Rs. Lakh)

Particulars	2020	2019
NOTE :7 OTHER CURRENT ASSETS		
Secured, considered good	-	-
(a) Security Deposits	-	-
(c) Loan by Pramoter/ Directors/Associates Company/Subsidary Company/Group Company		
(d) Other advances		
Unsecured, considered good		
(a) Security Deposits		
(c) Loan by Pramoter/ Directors/Associates Company/Subsidary Company/Group Company		
(d) Balance with Government Authorities	0.68	0.52
(e) Advances to Suppliers	-	-
(f) Other Advances	-	-
	0.68	0.52
Total	**0.68**	**0.52**

	2020		2019	
	Units	Amt. Rs.	Units	Amt. Rs.
NOTE : 8 - SHARE CAPITAL				
Authorised Share Capital				
Equity Shares of ` 10 each	3,250,000.00	32,500,000.00	3,250,000.00	32,500,000.00
Issued				
Equity Shares of ` 10 each	3,240,000.00	32,400,000.00	3,240,000.00	32,400,000.00
Subscribed & Paid up				
Equity Shares of ` 5 each fully paid	3,240,000.00	32,400,000.00	3,240,000.00	32,400,000.00
Total	**3,240,000.00**	**32,400,000.00**	**3,240,000.00**	**32,400,000.00**

	2020		2019	
	No. of Shares		No. of Shares	
NOTE: 8.1 RECONCILIATION OF NUMBER OF SHARES				
Shares outstanding at the beginning of the year	3,240,000.00	32,400,000.00	3,240,000.00	32,400,000.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	3,240,000.00	32,400,000.00	3,240,000.00	32,400,000.00

	2020		2019	
	Units	% Held	Units	% Held
NOTE: 8.2 Details of Shares held by shareholders holding more than 5% of the aggregate shares in the co.				
Zeal Dealmark Private Limited	183,950	5.68	183,950	5.68

(Amount in Rs. Lakh)

Particulars	2020	2019
NOTE : 9 - OTHER EQUITY		
Securities Premium Reserve		
As per last Balance Sheet		
Add : On issue of shares		
Less: Calls in arrears - by others		
Retained Earnings		
As per last Balance Sheet	19.23	(3.99)
Less : Ind As Adjustment		
Add: Profit for the year	14.18	23.22
Less: Divison Closed & Written Off		
Less: Income Tax Writtern Off	-	-
	33.41	19.23
Other Comprehensive Income (OCI)		
As per last Balance Sheet		
Add: Movement in OCI (Net) during the year		
Total	**33.41**	**19.23**

(Amount in Rs. Lakh)

Particulars	2020	2019
NOTE : 10- CURRENT TRADE PAYABLE		
Micro, Small and Medium Enterprises		
Others	45.55	29.55
Total	**45.55**	**29.55**

(Amount in Rs. Lakh)

NOTE : 11 - CURRENT PROVISION	2020	2019
(a) Provision for employee benefits		
(b) Others		
For Audit Fees	3.60	2.60
For Income Tax		
Total	**3.60**	**2.60**

(Amount in Rs. Lakh)

Particulars	2020	2019
NOTE :12 OTHER TAX LIABILITIES(NET)		
Openinig Balance	7.50	0.00
Charge for the year	(2.78)	7.50
Others		-
Tax Paid		-
Total	**4.72**	**7.50**

(Amount in Rs. Lakh)

Particulars	2020	2019
NOTE : 13 - REVENUE FROM OPERATIONS		
Sale of Products	302.23	932.67
Sale of Services	-	-
Other Operating Revenues	12.13	2.89
Total	**314.36**	**935.56**

(Amount in Rs. Lakh)

Particulars	2020	2019
NOTE : 14 - PURCHASE OF STOCK-IN-TRADE		
Purchase Of Products	262.32	897.61
Total	**262.32**	**897.61**

(Amount in Rs. Lakh)

Particulars	2020	2019
NOTE : 15 - EMPLOYEE BENEFITS EXPENSES		
(a) Salaries and Wages	8.93	0.42
(b) Contributions to Provident Fund & Other Fund		
(c) Staff welfare expenses	-	-
(d) Provision for Gratutity	-	-
(e) Termination Benefits	-	-
Total	**8.93**	**0.42**

(Amount in Rs. Lakh)

Particulars	2020	2019
NOTE : 16 - OTHER EXPENSES		
Selling & Distrubution Expenses		
Advertisement exp	1.00	0.41
Establishment Expenses		
Payment to Auditor	1.30	1.30
Legal & Professional Fees	11.09	3.36
Printing & Stationery Exp	-	-
Postage and Couier Charges	0.02	0.02
Rate & Taxes	0.09	0.09
Telephone & Mobile Exp	-	-
Bank Charges	-	0.006
Mis Expenses.	10.39	0.07
Total	**23.89**	**5.26**

(Amount in Rs. Lakh)

Particulars	2020	2019
NOTE: 16.1 PAYMENT TO AUDITORS AS:		
As Auditor		
Statutory Audit	1.00	1.00
Tax Audit		
Company law matters		
For management services		
For other services	0.30	0.30
For reimbursement of expenses		
Total	**1.30**	**1.30**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note: - 1 Significant accounting policies:

1.0 Corporate Information

Radhey Trade holding Limited is a Limited Company, incorporated under the provisions of Companies Act, 1956 and having CIN: L67120GJ1981PLC103918. The Company is mainly engaged in the business Trading & Exporting of Brass items like Brass sanitary fitting, Brass Agricultural item etc. The Registered office of the Company is situated at Digvijay Plot, Street No.51, Opposite Makhicha Nivas, Jamnagar-361005.

1.1 Basis of preparation of financial statements

a) Accounting Convention: -

The financial statements have been prepared in accordance with Section 133 of Companies Act, 2013, i.e. Indian Accounting Standards ('Ind AS') notified under Companies (Indian Accounting Standards) Rules 2015. The Ind AS Financial Statements are prepared on historical cost convention, except in case of certain financial instruments which are recognized at fair value.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Part I of Schedule lll to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current - non-current classification of assets and liabilities.

b) Compliance with Ind AS

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

c) Recent accounting pronouncements

The Company applied Ind AS 115 for the first time. The Indian Accounting Standard (Ind AS) 116, lease is applicable from FY 2019-20. The management believes that the adoption of Ind AS 116 does not have any significant impact on the financial statements. The Company has not early adopted any standards or amendments that have been issued but are not yet effective.

d) Use of Estimates and Judgments

The preparation of the Ind AS financial statements in conformity with the generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amount of assets and liabilities as of the Balance Sheet date, reported amount of revenue and expenses for the year and disclosure of contingent labilities and contingent assets as of the date of Balance Sheet. The estimates and assumptions used in these Ind AS financial statements are based on management's evaluation of the relevant facts and circumstances as of the date of the Ind AS financial statements. The actual amounts may differ from the estimates used in the preparation of the Ind AS financial statements and the difference between actual results and the estimates are recognized in the period in which the results are known/materialize.

e) Current and Non –Current Classification

An Asset or liability is classified as current when it satisfies any of the following criteria:

i) It is expected to be realized / settled, or is intended for sales or consumptions, in the Company's Normal Operating Cycle.
ii) It is held primarily for the purpose of being traded.
iii) It is expected to be realized / due to be settled within twelve months after the end of reporting date;
iv) The Company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as Non - Current.

For the purpose of Current / Non - Current classification of assets and liabilities, the Company has ascertained its operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of the assets or liabilities for processing and their realization in Cash and Cash Equivalents.

1.2 Basis of Preparation

(A) Revenue recognition

Ind AS 115 Revenue from Contracts with Customers
Ind AS 115 is applicable from FY 2018-19 and it replaces Ind AS 18. It applies, with limited exceptions, to al revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. Ind AS 115 requires entities to exercise judgment, taking into consideration al of the relevant facts and circumstances when applying each step of the model to contracts with their customers. It also specifies the accounting for the incremental costs of obtaining a contract and the costs already related to fulfilling a contract. The Company has adopted the modified retrospective method of applying Ind AS 115 Revenue from Contract with customers in its initial year of application. Revenue is measured at the fair value of the consideration received or receivable.

Sale of goods
Revenue from sale of products is recognized at the point in time when control of the asset is transferred to the customer, generally when the product is shipped to the customer.

Other Revenues
Other operating revenues comprise of income from ancillary activities incidental to the operations of the Company and is recognized when the right to receive the income is established as per the terms of the contract. Service income is recognized as and when services are rendered as per the terms of the contract.

(B) Other income

Interest: Interest income is calculated on effective interest rate, but recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend: Dividend income is recognised when the right to receive dividend is established.

(C) Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

(D) Inventories

Inventories are stated at cost or net realisable value whichever is lower. Cost is determined on First-In-First-Out basis.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

'Cost' comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventory to the present location and condition.

Items such as spare parts, stand-by equipment and servicing equipment which is not plant and machinery gets classified as inventory.

(E) Foreign Currency Transactions

i) Functional currency

The functional currency of the company is the Indian rupee. These financial statements are presented in Indian rupees.

ii) Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction**.**

iii) Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period. Exchange differences on restatement of all other monetary items are recognised in the Statement of Profit and Loss.

(F) Earnings per share (EPS)

Basic EPS is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted EPS, the net profit or loss for the period attributable to equity shareholders and the weighted average number of additional equity shares that would have been outstanding are considered assuming the conversion of all dilutive potential equity shares. Earnings considered in ascertaining the EPS is the net profit for the period and any attributable tax thereto for the period.

(G) Income Tax

Tax expense for the period, comprising current tax and deferred tax, are induded in the determination of the Net profit or loss for the period. Current lax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised for all the temporary differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward losses or MAT Credit, deferred tax assets are recognised only if there is a reasonable certainty supported by convincing evidence that they can be realised against future taxable profits. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company re-assesses unrecognized deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

(H) Provisions and Contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each year end and reflect the best current estimate. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

(I) Financial Instruments:

Financial assets and financial liabilities are recognised when a 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 are recognised immediately in profit or loss.

(J) Investments:

All Investments are carried at fair value. The changes in the fair value of Investments, which at the inception, have been designated to be held for a long term capital appreciation, are considered through Other Comprehensive Income. All other investments are valued at fair value and the gains or losses being recognized Statement of Profit and Loss.

(K) Cash and cash equivalents:

Cash and cash equivalents include cash in hand, demand deposits with bank and other short-term (3 months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

(L) Property, Plant and Equipment:

I. Property, Plant and Equipment are stated at acquisition cost induces related duties, freight etc., and interest on borrowed funds if any directly attributable to acquisition/construction of qualifying fixed assets and is net of CENVAT /VAT/ GST credits.

II. Subsequent expenditures related to an item of Property, Plant and Equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. In all such cases, the useful life of assets subsequently added to the parent asset are brought at par and depreciated in fine with parent asset.

III. Losses arising from the retirement of and gains or losses arising from disposal of Property, Plant and Equipment which are carried at cost are recognized in the Statement of Profit and Loss.

19. The previous year's figures have been reworked, regrouped, and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current annual financial statements and are to be read in relation to the amounts and other disclosures relating to the current financial year.

20. Credit and Debit balances of unsecured loans, sundry creditors, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.

21. Foreign Currency Transactions: -

Expenditure in Foreign Currency: - Nil

Earnings in Foreign Currency: - Nil

22. Deferred tax Assets and Liabilities are as under: -

Components of which are as under: - **(Rs. In Lakhs)**

Particulars	2020	2019
Deferred Tax		
Block of assets (Depreciation)	-	-
Net Differed Tax Liability/(Asset)	-	-

(M) Notes forming part of accounts in relation to Micro and small enterprise

1. Based on information available with the company, on the status of the suppliers being Micro or small enterprises, on which the auditors have relied, the disclosure requirements of Schedule III to the Companies Act,2013 with regard to the payments made/due to Micro and small Enterprises are given below :

Sr. No.	Particulars	2020		2019	
		Principal	Interest	Principal	Interest
I	Amount due as at the date of Balance sheet	Nil	Nil	Nil	Nil
Ii	Amount paid beyond the appointed date during the year	Nil	Nil	Nil	Nil
iii	Amount of interest due and payable for the period of delay in making payments of principal during the year beyond the appointed date	Nil	Nil	Nil	Nil
Iv	The amount of interest accrued and remaining unpaid as at the date of Balance sheet	Nil	Nil	Nil	Nil

The company has initiated the process of obtaining the confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) but has not received the same in totality. The above information is compiled based on the extent of responses received by the company from its suppliers.

NOTICE

Notice is hereby given that the Thirty Ninth (39th) Annual General Meeting (AGM) of Radhey Trade Holding Limited ("the Company") will be held on Tuesday, September 29, 2020 at 02:00 P.M. through video conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses;

Ordinary Businesses:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2020, together with the Reports of Board of Directors and the Auditor thereon.

2. To appoint a Director in place of Mrs. Svapna Chauhan (DIN: 08549207) who retires by rotation and, being eligible, offers herself for re-election.

3. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s. Jayesh Patel & Co., Chartered Accountants (FRN.: 146776W), Ahmedabad be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the 44th Annual General Meeting of the Company to be held in the year 2025, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

"RESOLVED FURTHER THAT any Director of the Company, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E forms with Registrar of Companies."

Special Businesses:

4. Change in name of the Company, to consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of the Central Government and / or any other authority as may be necessary, consent of the members be and is hereby accorded for change of name of the Company **from "Radhey Trade Holding Limited" to "Le Lavoir Limited" or** any other name subject to approval of the Central Registration Centre (CRC) and /or other authority including Registrar of Companies.

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name "Radhey Trade Holding Limited" as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name "Le Lavoir Limited".

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorised to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit."

5. Alteration of Main Object Clause of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made under there under and subject to approval of the Registrar of Companies, Gujarat and all other relevant authorities governed by SEBI, if any, consent of the members be and is hereby accorded for alteration of the Main Object Clause of the Memorandum of Association of the Company by replacing the following new clause with existing sub-clause No. 1 to 10 of Clause III(A) therein:

1. To carry on all or any of the businesses of dry cleaners, launderers, dyers and laundry sundriesmen and the business of repairing tailors and a valeting service; to dye, colour, bleach, wash, clean, dry, press, disinfect, renovate, waterproof and prepare for use articles of wearing apparel, household, Premium Industry including Hotels, warehouse, Institutional Laundry, domestic, or other linen, silk, cotton, woollen and fibrous goods, clothing and fabrics of every description, upholstery, carpets, furniture and other articles and substances, domestic or otherwise. To carry on business as manufacturers, producers,

processors, makers, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in chemicals, dyestuffs, detergents, soaps, disinfectants, and dyeing, bleaching, cleaning, dressing, finishing and other plant, machinery and apparatus; and all materials and substances capable of being used for the purposes of the above-mentioned businesses or any of them, or likely to be required by any of the customers of the company. To carry on all or any of the businesses usually carried on by dry cleaners, dyers and launderers of man-made fibers woollen, silken and cotton bearing apparels and clothing or cloths of every and all kinds of descriptions. To control, manage on payment of commission or otherwise dry cleaning and washing plants and businesses of all kinds which may be deemed necessary or convenient for the running of any business which the company is authorised to carry on. To construct, erect, work, maintain, improve, alter or assist in the erection, construction, working, maintenance, improvement or alteration of any buildings, dry cleaning plants or machinery or soaps and factories, plants, works, cars, wagons, lorries, carts and other works and to contribute to the expenses of constructing, improving, maintaining, working and repairing any of the same. To purchase, sell, manufacture, import, export or otherwise deal in all types of dry cleaning plants, dryers, steam presses and household washing machines.

"**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment."

6. Appointment of Ms. Aditi Chatterjee as a Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Aditi Chatterjee (DIN: 08607185), who was appointed as Additional Director on November 09, 2019 for a 3 consecutive years and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."

"RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

7. Appointment of Mr. Dhiraj Kothari as a Director and Whole Time Director of the Company.

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

"**RESOLVED THAT** Mr. Dhiraj Kothari (DIN: **08588181**), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 18, 2019 in terms of Section 161 of the Companies Act, 2013 and who holds the office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company.

"RESOLVED FURTHER THAT, in accordance with the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, or any amendment thereto or modification thereof, consent of the Members be and are hereby accorded to the appointment of Mr. Dhiraj Kothari (DIN: **08588181**) as the Whole Time Director (who was appointed as Whole time Director in the Board meeting held on 05th August, 2020) of the Company subject to the approval of Shareholder in ensuing Annual General meeting for the period of five consecutive years as per terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

"RESOLVED FURTHER THAT Director(s) and/or Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

For and on behalf of Board of Directors

Place: Jamnagar
Date: August 28, 2020

Dhiraj Kothari
Director

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rholdings.org. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. Explanatory statement under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.

9. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2020 to 29th September, 2020 (both days inclusive) for the purpose of Annual General Meeting.

10. Relevant documents referred to in the accompanying Notice and the Statement is kept open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

11. Members desirous of obtaining any information in respect of Accounts of the Company are requested to send their queries in writing to the company at its Registered Office so as to reach at least seven days before the date of the meeting.

12. The Company has appointed Mr. Suhas Bhattbhatt of M/s. S Bhattbhatt & Co., Practicing Company Secretaries (Membership No. 11975, C.O.P. 10427) as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

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

14. The Resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes in favour of the resolutions through a compilation of remote e-voting results and voting held at the AGM.

15. The Results shall be declared by the Chairman or a person authorized by him in writing within 48 hours of conclusion of AGM of the Company. The result declared along with the Scrutinser's report shall be placed on the Company's website viz. www.rholdings.org on the agency's website viz. www.cdslindia.com and communicated to BSE Limited, where shares of the Company are listed.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

1. The voting period begins on 25th September, 2020 IST 9:00 a.m. and ends on 28th September, 2020 IST 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Tuesday, 22nd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

3. The shareholders should log on to the e-voting website www.evotingindia.com.

4. Click on "Shareholders" module.

5. Now enter your User ID

    i. For CDSL: 16 digits beneficiary ID,
    ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

    OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at https://www.cdslindia.com from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

6. Next enter the Image Verification as displayed and Click on Login.

7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

8. If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders 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 / communicated by mail indicated in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

9. After entering these details appropriately, click on "SUBMIT" tab.

10. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

11. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

12. Click on the EVSN for the relevant Company i.e. Radhey Trade Holding Limited on which you choose to vote.

13. 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.

14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

15. 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.

16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

17. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

18. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

19. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

20. Person who is not a member as on cut-off date should treat this notice for information purpose only.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, please provide Demat account detials (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@rholdings.org. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@rholdings.org. These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to 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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz info@rholdings.org, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings)

Item No. 4

The Members may note that the Board of Directors of the Company in their meeting held on June 18, 2020 decided to change the name of the Company from “Radhey Trade Holding Limited” to “Le Lavoir Limited” and check availability of name with Central Registration Centre (CRC) Ministry of Corporate Affairs. The Company had made an application for reservation and availability of name change to the CRC, MCA and the desired name “Le Lavoir Limited” is made available by them to the Company. "Le Lavoir" is a French word which means the Wash House. So, the proposed name is in consonance with the new Object Clause as well as new business venture of the Company.

The company was incorporated with the main object of Investment and Finance. Before couple of years, with the limited fundings company was struggling to establish a financial firm. However it is necessary to clarify that the Company is neither NBFC registered with RBI nor involved in any activities like stock broking where SEBI approval/Registration is mandatory.

With the strict RBI guidelines that all companies dealing in Financial Activities required to obtain NBFC certificate, Management has initiated reorganizing the business model of the company which ultimately leads to change of object clause and Memorandum of Association. It is necessary to inform you that the pavement of such changes has started for the last couple of years. Also in the pursuit to finding suitable business-model, management has enabled to establish a way to laundry business for Hotels and other equivalent forums.

The Board at their meeting held on 18th June, 2020 unanimously approved change in main object clause to establish new main object subject to approval of shareholders and other appropriate authorities. Further, it is necessary that the name of the company speaks about the activities the company involved in, therefore Board of Directors has put forward change in name of company for Shareholders Approval.

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

The Board of Directors of the Company accordingly commends the special resolution as set out in Item No. 4 of this Notice for your approval.

Item No. 5

The Members may note that the Board of Directors of the Company in their meeting held on June 18, 2020 decided to change the Object Clause of the Company. Radhey Trade Holding Limited is into the business of managing and distributing different products in India. But due to COVID-19, the scope of our future business was quite dissatisfying and unclear and so the management had gone through various proposals for new business ventures and now the Board of Directors has approved to change the Object Clause of the Company by shifting the business from managing and distributing different products to providing Laundry Services to various institutions and hotels chains by having various tie up with them.

The Board at their meeting held on 18th June, 2020 has unanimously approved change in main object clause to establish new main object subject to approval of shareholders and other appropriate authorities. Therefore, the Board of Directors has put forward change in Object Clause of your Company for Shareholders Approval.

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

The Board of Directors of the Company accordingly commends the special resolution as set out in Item No. 5 of this Notice for your approval.

Item No. 6 - Appointment of Ms. Aditi Chatterjee (DIN 08607185) as Executive Director of the Company:

The Board of directors of the Company on November 09, 2019 had appointed Ms. Aditi Chatterjee as Additional Director of the Company and she holds office of the Director till the conclusion of ensuing Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Ms. Aditi Chatterjee as Director of the Company.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on November 09, 2019. Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the payment of remuneration for a maximum of Rs. 15,000/- per month to Ms. Aditi Chatterjee.

Also Nomination and Remuneration committee will review the performance of Director on quarterly basis and further they may change in remuneration of the same.

Salary : No fix salary on monthly basis, except lump sum amount to be paid based on the increase of turnover and profitability and further approved from time to time by the Board of Directors and subject to overall limit as prescribed under Schedule V of the Companies Act, 2013.

Perquisite:
(a) For such amount as may be decided by the Board of Directors up to a maximum of Rs.25,000/- per month (which shall include HRA, Special Allowance & conveyance and reimbursement of Medical Expenses per month as per the rules and policy of the Company from time to time.)

Minimum Remuneration: Notwithstanding anything herein contained, where in any financial year during the period of his office as an Executive Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay remuneration by way of salary, allowances, perquisites lesser than the above stated salary amount and which is already well within the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, and as may be agreed to by the Board of Directors.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Ms. Aditi Chatterjee is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

Item No. 7 - Appointment of Mr. Dhiraj Kothari (DIN 08588181) as Whole Time Director of the Company:

Board of directors of the Company on October 10, 2019 had appointed Mr. Dhiraj Kothari as Additional Director of the Company and he holds office of the Director till the conclusion of ensuing Annual General Meeting. Later, his designation was changed to Whole Time Director by the Board of Directors of the Company on 5th August, 2020. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Dhiraj Kothari as Director of the Company.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on October 10, 2019. Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the payment of remuneration for a maximum of Rs.60,000/- per month to Mr. Dhiraj Kothari.

Also Nomination and Remuneration committee will review the performance of Director on quarterly basis and further they may change in remuneration of the same.

Salary : No fix salary on monthly basis, except lump sum amount to be paid based on the increase of turnover and profitability and further approved from time to time by the Board of Directors and subject to overall limit as prescribed under Schedule V of the Companies Act, 2013.

Perquisite:
(a) For such amount as may be decided by the Board of Directors up to a maximum of Rs.25,000/- per month (which shall include HRA, Special Allowance & conveyance and reimbursement of Medical Expenses per month as per the rules and policy of the Company from time to time.)

Minimum Remuneration: Notwithstanding anything herein contained, where in any financial year during the period of his office as a Whole Time Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay remuneration by way of salary, allowances, perquisites lesser than the above stated salary amount and which is already well within the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, and as may be agreed to by the Board of Directors.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Dhiraj Kothari is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.7 for the approval of the members.

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015)

Particulars	Ms. Aditi Chatterjee	Mr. Dhiraj Kothari
Date of Birth	19/05/1977	18/10/1979
Date of Appointment for current term	09/11/2019	18/10/2019
Educational Qualifications	Graduation	Master in Business Admintration
Profile	Ms. Aditi Chatterjee is a Commerce graduate and is a passionate linguistic entrepreneur for nearly 2 decades. She has expertise in handling customers and speaks French fluently enabling active interaction with International clients across geographies. She is playing vital role in formulating business strategies and effective implementation of the same.	Mr. Dhiraj Kothari holding a degree of MBA with specialization in Marketing. He has accumulated more than one and half decades of experience in Marketing & Finance and Finance related Activity. He has been instrumental in taking major policy decision of the Company.
Directorships held in other public companies*	Nil	Nil
Memberships / Chairmanships of committees of other public companies**	N.A.	N.A.
Inter-se Relationship with other Directors.	None	None
Shareholding in the Company	None	None

*Excluding foreign companies and Section 8 companies.
**Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee.