

# 34<sup>th</sup> ANNUAL REPORT 2023



RASHTRA DEEPIKA LTD  
CIN: U22122KL1989PLC005447  
KOTTAYAM-686001



137 YEARS OF SERVICE TO THE NATION



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## BOARD OF DIRECTORS

1. Dr. Francis Cleetus - Chairman
2. Mr. Devis Edukulathur Ittoop - Vice Chairman
3. Rev. Fr. Benny Punnoose Mundanatte - Managing Director
4. Rev. Fr. Michael Joseph - Whole-time Director
5. Rev. Fr. Rajan Thomas - Whole-time Director
6. Mr. George Jacob Mannamplackal
7. Mr. C.P. Paul
8. Mr. Johny Kuruvilla
9. Mr. Jacob Joseph Kunju
10. Mr. V.C. Sebastian
11. Mr. K.O. Ittoop
12. Mr. Benny Mathew
13. Rev. Fr. Thomas Mathew
14. Rev. Fr. Sebastian Elanjickal
15. Mr. Mathew Joseph Vazhappillil
16. Rev. Fr. James Palackal Augustine
17. Dr. Thomas Kurian
18. Rev. Dr. Abraham Vettiyankal Mani
19. Rev. Dr. Joseph Thadathil
20. Rev. Fr. Sibi Palakuzhiyil
21. Mr. Denny Thomas
22. Rev. Fr. Boby Alex Mannamplackal - Alternative Director

## AUDITOR

Jameskutty Mathew, M/s.Jameskutty & Associates  
Chartered Accountants, Ettumanoor

## BANKERS

South Indian Bank, Kottayam

## REGISTERED OFFICE

Deepika Buildings  
P.B. No. 7  
College Road  
Kottayam - 686 001  
Kerala, India



## NOTICE TO SHAREHOLDERS

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the Members of Rashtra Deepika Limited will be held on Friday, 22<sup>nd</sup> September, 2023 at 11:00 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

### Ordinary Business

1. To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2023, together with the Directors' and Auditors' Reports thereon.
2. To appoint a Director in the place of Mr. Devis Edukulathur Ittoop (DIN: 01866627), who retires at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint a Director in the place of Mr. Jacob Joseph Kunju (DIN: 03142759), who retires at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Dr. Francis Cleetus (DIN: 01803799), who retires at this Annual General Meeting, and being eligible, offers himself for re-appointment.
5. To appoint a Director in the place of Mr. V C Sebastian (DIN: 06921316), who retires at this Annual General Meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 6. To regularize the appointment of Mr. Mathew Joseph Vazhappillil (DIN: 09752317) as Non-Executive Non-Independent Director of the Company

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:  
**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), Mr. Mathew Joseph Vazhappillil (DIN: 09752317), who was appointed as an Additional Director (Non-Executive) of the Company with effect from 23rd September, 2022 by the Board of Directors and who holds office upto the date of the ensuring Annual General Meeting of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non- Independent Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 7. To regularize the appointment of Dr. Thomas Kurian Kochukooyckal (DIN: 01350328) as Non-Executive Non-Independent Director of the Company

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:  
**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), Dr. Thomas Kurian Kochukooyckal (DIN: 01350328), who was appointed as an Additional Director (Non-Executive) of the Company with effect from 27th June, 2023 by the Board of Directors and who holds office upto the date of the ensuring Annual General Meeting of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non- Independent Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 8. To regularize the appointment of Fr. James Palackal (DIN: 10095525) as Independent Director of the Company

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:  
**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force Fr. James Palackal (DIN: 10095525), who was appointed as an Additional Director of the Company with effect from 11th February, 2023 by the Board of Directors and who holds office upto the date of the ensuring Annual General Meeting of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of five years upto February 10, 2028;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."





**9. To regularize the appointment of Fr. Dr. Abraham Vettiyanikal Mani (DIN: 10178980) as Non-Executive Non-Independent Director of the Company**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), Fr. Dr. Abraham Vettiyanikal Mani (DIN: **10178980**), who was appointed as an Additional Director (Non-Executive) of the Company with effect from 27th June, 2023 by the Board of Directors and who holds office upto the date of the ensuring Annual General Meeting of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non- Independent Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**10. To regularize the appointment of Fr. Dr. Joseph Thadathil (DIN: 10253992) as Non-Executive Non-Independent Director of the Company**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), Fr. Dr. Joseph Thadathil (DIN: 10253992), who was appointed as an Additional Director (Non-Executive) of the Company with effect from 8th August, 2023 by the Board of Directors and who holds office upto the date of the ensuring Annual General Meeting of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non- Independent Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**11. To regularize the appointment of Fr. Sibi Palakuzhiyil (DIN: 09646692) as Non-Executive Non- Independent Director of the Company**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), Fr. Sibi Palakuzhiyil (DIN: 09646692), who was appointed as an Additional Director (Non-Executive) of the Company with effect from 8th August, 2023 by the Board of Directors and who holds office upto the date of the ensuring Annual General Meeting of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non- Independent Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**12. To regularize the appointment of Mr. Denny Thomas (DIN: 02214347) as Non-Executive Non- Independent Director of the Company**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), Mr. Denny Thomas (DIN: 02214347), who was appointed as an Additional Director (Non-Executive) of the Company with effect from 8th August, 2023 by the Board of Directors and who holds office upto the date of the ensuring Annual General Meeting of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non- Independent Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**13. To regularize the appointment of Fr. Benny Mundanatte (DIN: 06686549) from Additional Director & Managing Director to Director & Managing Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), Fr. Benny Mundanatte (DIN: 06686549), who was appointed as an Additional Director of the Company with effect from 11th February, 2023 by the Board of Directors and who holds office upto the date of the ensuring Annual General Meeting of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;



**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded to the appointment of Fr. Benny Mundanatte (DIN: 06686549) as a Managing Director of the Company, for a period of 1 (one) year with effect from 11th February, 2023 at salary and allowances amounting to Rs. 20,000/- (Rupees Twenty Thousand Only) per month.;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**14. To consider the Re-Appointment of Fr. Michael Joseph (DIN: 07966441) as a Whole-time Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Fr. Michael Joseph (DIN: 07966441) as a Whole Time Director of the Company for a period of 3 (Three) years, with effect from 27th June, 2023 without any remuneration.:

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and deeds and take all steps as may be necessary, proper or expedient to give effect to this resolution".

**15. To regularize the appointment of Fr. Rajan Thomas (DIN: 10087598) from Additional Director & Whole-time Director to Director & Whole-time Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), Fr. Rajan Thomas (DIN: 10087598), who was appointed as an Additional Director of the Company with effect from 11th February, 2023 by the Board of Directors and who holds office upto the date of the ensuing Annual General Meeting of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded to the appointment of Fr. Rajan Thomas (DIN: 10087598) as a Whole-time Director of the Company, for a period of 1 (one) year with effect from 11th February, 2023 at salary and allowances amounting to Rs. 20,000/- (Rupees Twenty Thousand Only) per month;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**16. To consider and approve the power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, upto the revised limit of Rs. 35 Crores**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and in supersession of earlier resolutions passed by the members of the Company in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) for borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company's bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 35 Crores (Rupees Thirty Five Crores Only);

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to execute such documents and to perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution."



**17. To approve the power to create charge on the assets of the company to secure borrowings upto the revised limit of Rs. 35 Crores pursuant to section 180(1)(a) of the Companies Act, 2013**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and in supersession of earlier resolutions passed by the members of the Company in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings and in such form, manner and with such ranking and on such terms & conditions, as the Board may deem fit, in favour of the Lenders / Security Trustee, provided that the aggregate indebtedness secured by the assets/ properties of the Company shall not at any time exceed the aggregate limit of Rs. 35 Crores (Rupees Thirty Five Crores Only);

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

**18. To allot equity shares of the Company on Preferential Basis:**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), and the Memorandum and Articles of Association of the Company, consent of the members of the company be and is hereby accorded for offering, issuing and allotting 10,17,010 (Ten Lakhs Seventeen Thousand and Ten) equity shares of Rs.100/- each for cash at a price as decided by the Board of Directors, on preferential basis to the persons as per list attached."

**"RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution be in dematerialised form and shall rank pari-passu with the existing equity shares of the Company in all respects."

**RESOLVED FURTHER THAT** the Board of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including to seek all necessary approvals to give effect to this Resolution, to sign and execute all deeds, agreements, contracts, applications, documents, papers, forms, and writings that may be required, for and on behalf of the Company, to settle all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such steps and decisions in this regard, and to delegate all or any of its powers conferred by this Resolution to any Director(s) or to any Committee(s) of the Board and/or any or Officer(s) and/or representatives of the Company as it may consider appropriate to give effect to this Resolution and for the matters connected therewith or incidental thereto, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**19. Conversion of Unsecured Loan into Equity Shares of the Company**

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

**"RESOLVED THAT** pursuant to provisions of Section 62 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the provisions in the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded for conversion of unsecured loan of Rs. 1,80,00,000/- (Rupees One Crore Eighty Lakhs Only) received from Mr. Denny Thomas, Director of the company into 1,80,000 (One Lakhs Eighty Thousand) equity shares of Rs.100/- each per share."

**RESOLVED FURTHER THAT** the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer, and allot 1,80,000 (One Lakhs Eighty Thousand) equity shares of Rs. 100/- each to Mr. Denny Thomas at such time or times and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

**RESOLVED FURTHER THAT** the equity shares of the Company to be allotted upon conversion of the said loan, in accordance with the terms above shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 100/- each of the Company and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, Companies Act, 2013 and rules thereunder, with respect to Preferential Issue and other applicable provisions, if any."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or



desirable and to settle any question, difficulty or doubt in regard to terms of issue and / or mode of allotment that may arise in regard to offer / issue, allotment and utilization of the proceeds and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit."

Kottayam  
08-08-2023

By order of the Board  
Sd/- Fr. Benny Mundanatte  
(DIN 06686549) (Managing Director)

**Notes:-**

- 1) The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act") and MCA Circulars, the 34th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on Friday, September 22, 2023, at 11:00 a.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at Rashtra Deepika Buildings, P B No 7, College Road, Kottayam 686001, Kerala.
- 2) PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
- 3) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 4) Corporate Members are requested to send a certified copy of the Board Resolution authorising their representative to attend this AGM, pursuant to Section 113 of the Act, through e-mail at cs@deepika.com or by post to Rashtra Deepika Buildings, P B No 7, College Road, Kottayam 686001, Kerala.
- 5) The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under Item Nos. 6 to 19 of the Notice is annexed hereto. The relevant details, pursuant to Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at the AGM are provided as an annexure to the Notice. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
- 6) The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Participation at the AGM through VC shall be allowed on a first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc., who are allowed to attend the AGM without restriction, on account of first-come first-served basis.
- 7) In conformity with the regulatory requirements, the Notice of this AGM and the Report and Accounts 2023 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. The Notice of AGM are also placed on the website of the Company i.e. www.deepika.com and the website of CDSL at www.evoting.cdsl.com. Members desirous of obtaining physical copies of the said Notice and the Report and Accounts 2023 are required to send a request to the Company, mentioning their name, address, phone number, DP ID & Client ID and folio number, through e-mail at cs@deepika.com or by post to Company Secretary, Rashtra Deepika Buildings, P B No 7, College Road, Kottayam 686001.
- 8) According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the MCA Circulars, the Company is providing the 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 CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as e-voting during the AGM will be provided by CDSL. The Board has also appointed P.V. Paulose, Practicing Company Secretary, as the Scrutinizer to scrutinize the process of e-voting. Detailed instructions for e-voting and also for attending the AGM are annexed.
- 9) Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote evoting prior to the AGM may also join the AGM through VC, but shall not be entitled to cast their vote again.
- 10) Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Company in case the shares are held in physical form, in prescribed





Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document.

- 11) During the AGM, Members may access the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at cs@deepika.com.

**THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on 19-09-2023 AT 9 A.M and ends on 21-09-2023 AT 5 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 of Friday, 15th September 2023, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/Evoting Login</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

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

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

Logint ype	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

- a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b. Click on "Shareholders" module.
- c. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 Character DP ID followed by 8 Digit Client ID
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.



- d. Next enter the Image Verification as displayed and Click on Login.  
 e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.  
 f. If you are a first-time user, follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant, are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field (shareholders are requested to use the sequence number sent by Company/RTA or contact Company/RTA - S.K.D.C. Consultants Limited Phone: +91 422 4958995, Email: <a href="mailto:info@skdc-consultants.com">info@skdc-consultants.com</a>)</li> <li>In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.</li> </ul>
<b>Dividend Bank Details</b> <b>OR</b> <b>Date of Birth (DoB)</b>	<p>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. 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.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- g. After entering these details appropriately, click on "SUBMIT" tab.  
 (v) 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.  
 h. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.  
 i. Click on the EVSN for the Rashtra Deepika Limited resolution on which you choose to vote.  
 j. 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.  
 k. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.  
 l. 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.  
 m. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.  
 n. You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.  
 o. 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.  
 p. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - 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; [cs@deepika.com](mailto:cs@deepika.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



**INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VIDEO CONFERENCING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. Shareholder will be provided with a facility to attend the AGM through VC (Zoom App) 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.
3. The link for VC will be available in shareholder/members login where the EVSN of Company will be displayed.
4. Click on Live Streaming Link. Enter the following details:  
**Meeting ID : 811 5021 5593**  
**Passcode : 489387**
5. Shareholders to download the Zoom App by using the following method to attend the AGM:
  - i. **Zoom software via mobile:** you may type zoom cloud meeting in the play store tab in your Android/iOS mobile and you will get the app listed on it. You can install the same and tap on join meeting after installation.
  - ii. **Zoom via desktop/laptop:** download the zoom app by typing zoom video conferencing on your Google/Internet Explorer tab and you will be directed to download the app. Download the app by clicking the link.

**After downloading the Zoom App, please follow the process as per the instruction number 1 referred above.**

6. Facility of joining the AGM through VC shall be open 30 minutes before the time scheduled for the AGM.
7. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
8. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
9. 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 a Stable Wi-Fi or LAN connection to mitigate any kind of the aforesaid glitches.
10. 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 the meeting**, mentioning their name, demat account number/folio number, email id, mobile number at [cs@deepika.com](mailto:cs@deepika.com). The shareholders who do not wish to speak during the AGM, but have queries, may send their queries in advance **5 days prior to the meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@deepika.com](mailto:cs@deepika.com). These queries will be replied to by the company suitably, by email.
11. Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.

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

- a.i. 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 [cs@deepika.com](mailto:cs@deepika.com).
- a.ii. For Demat shareholders - please provide Demat account details (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 [cs@deepika.com/info@skdc-consultants.com](mailto:cs@deepika.com/info@skdc-consultants.com).

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

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the 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 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.

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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.


**ADDITIONAL INFORMATION OF DIRECTORS RECOMMENDED FOR RE-APPOINTMENT AS REQUIRED AS PER SECRETARIAL STANDARD ON GENERAL MEETING (SS-2)**

Particulars	Mr. Devis Edakulathur Ittoop	Mr. Jacob Joseph Kunju	Dr. Francis Cleetus	Mr. Denny Thomas
Director Identification Number (DIN)	<u>01866627</u>	<u>03142759</u>	<u>01803799</u>	<u>02214347</u>
Age	62 years	63 years	64 years	50 years
Qualifications	MBA	ICWA	Doctorate	Post Graduation
Experience	Above 25 years	Above 25 years	Above 25 years	Above 22 years
Remuneration	Nil	Nil	Nil	Nil
Original date of appointment	28/05/2010	06/01/2011	10/01/2008	08/08/2023
Shareholding in the Company as on 31.03.2023	1,00,000 shares	1,00,000 shares	4,14,686 shares	Nil
Relationship with other Directors, Manager, and other Key Managerial Persons of the Company	Nil	Nil	Nil	Nil
Number of board meetings attended during the year	4	8	8	0
Other Directorships (excluding RASHTRA DEEPIKA LTD)	<ul style="list-style-type: none"> <li>• Bludan Foods India Private Limited</li> <li>• Sevion Trading Enterprises Private limited</li> <li>• Natura Medi Tourism Private Limited</li> <li>• Mount Sinai Olive (Mso) Infrastructure private Limited</li> <li>• Deepika Express Private Limited</li> <li>• Luminous Academic Services Private limited</li> <li>• Insight Media City (India) Private limited</li> <li>• Luminolive Infrastructure Private limited</li> </ul>	<ul style="list-style-type: none"> <li>• Ave Maria Holidays And Ventures LLP</li> <li>• Deepika Express Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Royal spring Aqua Private Limited</li> <li>• Varuna Aqua Products Private Limited</li> <li>• N T C Construction Private Limited</li> <li>• Five C Exports And Imports Private limited</li> <li>• Clifffdale Hotels And Resorts Private limited</li> <li>• Vasant Hospitality Private Limited</li> <li>• Clifffdale Holidays Private Limited</li> <li>• Mondial Foods Private Limited</li> <li>• Clifffdale Property Developers Private limited</li> <li>• Deepika Express Private Limited</li> <li>• Masterworks Studios And Entertainments private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Max Hill Formulas Llp</li> <li>• Vedhik Academy Llp</li> <li>• Vedhik E Solutions Llp</li> <li>• Sreshta Publications Private Limited</li> <li>• Santamonica Tours And Travels Privatelimited</li> <li>• Santamonica Global Forex Private Limited</li> <li>• Santamonica Study Abroad Private Limited</li> <li>• Vedhik Ias Academy Private Limited</li> <li>• Vedhik Global Education Private Limited</li> </ul>





Particulars	Dr. Thomas Kurian Kochukoycal	Fr. Benny Mundanatte	Fr.Dr. Abraham Vettiyankal Mani	Fr. Rajan Thomas	Mr. Mathew Joseph Vazhappillil
Director Identification Number (DIN)	<u>01350328</u>	06686549	<u>10178980</u>	<u>10087598</u>	<u>09752317</u>
Age	66 years	52 years	67 years	55 years	54 years
Qualifications	Doctorate	Post Graduation	Doctorate	Graduation	Post Graduation
Experience	Above 20 years	Above 13 years	Above 25 years	2 years	Above 25 years
Remuneration	Nil	Rs.20,000 p.m	Nil	Rs.20,000 p.m	Nil
Original date of appointment	27/06/2023	11/02/2023	27/06/2023	11/02/2023	23/09/2022
Shareholding in the Company as on 31.03.2023	Nil	Nil	Nil	Nil	100000 shares
Relationship with other Directors, Manager, and other Key Managerial Persons of the Company	Nil	Nil	Nil	Nil	Nil
Number of board meetings attended during the year	0	1	0	1	4
Other Directorships (excluding RASHTRA DEEPIKA LTD)	<ul style="list-style-type: none"> <li>•Truestreet Global Services Private limited</li> <li>•Newtech Apparels (India) Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>•Agri-Eco Info Park (Aeip) Privatelimited</li> <li>•Rashtra Deepika News Corporation Private Limited</li> </ul>	Rashtra Deepika News Corporation Private Limited	Rashtra Deepika News Corporation Private Limited	Angel Love Shore Private Limited

Particulars	Fr. Dr. Joseph Thadathil	Fr. Sibi Palakuzhiyil Mathew	Mr. V Sebastian C	Fr. Michael Joseph	Fr.Dr.James Palackal Augustine
Director Identification Number (DIN)	<u>10253992</u>	<u>09646692</u>	<u>06921316</u>	<u>07966441</u>	<u>10095525</u>
Age	61 years	55 years	64 years	55 years	61 years
Qualifications	Doctorate	Post Graduation	BSC, LLB	Masters in social work & MPhil	Doctorate
Experience	Above 1 years	2 years	Above 25 years	Above 7 years	Above 2 years
Remuneration	Nil	Nil	Nil	Nil	Nil
Original date of appointment	08/08/2023	08/08/2023	22/11/2013	28/09/2017	11/02/2023
Shareholding in the Company as on 31.03.2023	Nil	Nil	Nil	42,500 shares	Nil
Relationship with other Directors, Manager, and other Key Managerial Persons of the Company	Nil	Nil	Nil	Nil	Nil
Number of board meetings attended during the year	0	0	6	5	1
Other Directorships (excluding RASHTRA DEEPIKA LTD)	Nil	Bio Mountain Farmers Producer Company limited	Nil	Nil	Nil

**Explanatory statement pursuant to Section 102(2) of the Companies Act 2013****No. 6 of the Notice - Ordinary Resolution**

Mr. Mathew Joseph Vazhappillil was appointed as an Additional Director (Non – executive) of the Company, with effect from 23rd September, 2022 in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company.

The Board is of the view that the appointment of Mr. Mathew Joseph Vazhappillil on the Company Board is desirable and would be beneficial to the Company.

The Board on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Mr. Mathew Joseph Vazhappillil as a Non-Executive Non- Independent Director of the Company, as set out in the Resolution relating to his appointment.

Mr. Mathew Joseph Vazhappillil is not disqualified from being appointed as Director of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Mathew Joseph Vazhappillil himself, in any way concerned or interested, in the said resolution.

The Board commends this Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

**Item No. 7 of the Notice - Ordinary Resolution**

Dr. Thomas Kurian Kochukoyckal was appointed as an Additional Director (Non – executive) of the Company, with effect from 27th June, 2023 in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company.

The Board is of the view that the appointment of Dr. Thomas Kurian Kochukoyckal on the Company Board is desirable and would be beneficial to the Company.

The Board on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Dr. Thomas Kurian Kochukoyckal as a Non-Executive Non- Independent Director of the Company, as set out in the Resolution relating to his appointment.

Dr. Thomas Kurian Kochukoyckal is not disqualified from being appointed as Director of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Dr. Thomas Kurian Kochukoyckal himself, in any way concerned or interested, in the said resolution.

The Board commends this Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

**Item No. 8 of the Notice - Ordinary Resolution**

The Board of Directors of the Company had appointed Fr. James Palackal (DIN: 10095525) as an Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from 11th February, 2023.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an independent Director requires approval of members.

Fr. James Palackal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Fr. James Palackal that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Fr. James Palackal fulfills the conditions for his appointment as an Independent Director as specified in the Act. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company.

The Board on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Fr. James Palackal as an Independent Director of the Company, as set out in the Resolution relating to his appointment.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Fr. James Palackal himself, in any way concerned or interested, in the said resolution.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

**Item No: 9 of the Notice – Ordinary Resolution**

Fr. Dr. Abraham Vettiyankal Mani was appointed as an Additional Director with effect from 27th June, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company.

The Board is of the view that the appointment of Fr. Dr. Abraham Vettiyankal Mani on the Company Board is desirable and would be beneficial to the Company.

The Board on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of



the Members, the appointment of Fr. Dr. Abraham Vettiyankal Mani as a Non-Executive Non- Independent Director of the Company, as set out in the Resolution relating to his appointment.

Fr. Dr. Abraham Vettiyankal Mani is not disqualified from being appointed as Director of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Fr. Dr. Abraham Vettiyankal Mani himself, in any way concerned or interested, in the said resolution.

The Board commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

**Item No: 10 of the Notice – Ordinary Resolution**

Fr. Dr. Joseph Thadathil was appointed as an Additional Director with effect from 8th August, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company.

The Board is of the view that the appointment of Fr. Dr. Joseph Thadathil on the Company Board is desirable and would be beneficial to the Company.

The Board on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Fr. Dr. Joseph Thadathil as a Non-Executive Non- Independent Director of the Company, as set out in the Resolution relating to his appointment.

Fr. Dr. Joseph Thadathil is not disqualified from being appointed as Director of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Fr. Dr. Joseph Thadathil himself, in any way concerned or interested, in the said resolution.

The Board commends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the members.

**Item No: 11 of the Notice – Ordinary Resolution**

Fr. Sibi Palakuzhiyil was appointed as an Additional Director with effect from 8th August, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company.

The Board is of the view that the appointment of Fr. Sibi Palakuzhiyil on the Company Board is desirable and would be beneficial to the Company.

The Board on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Fr. Sibi Palakuzhiyil as a Non-Executive Non- Independent Director of the Company, as set out in the Resolution relating to his appointment.

Fr. Sibi Palakuzhiyil is not disqualified from being appointed as Director of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Fr. Sibi Palakuzhiyil himself, in any way concerned or interested, in the said resolution.

The Board commends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the members.

**Item No: 12 of the Notice – Ordinary Resolution**

Mr. Denny Thomas was appointed as an Additional Director with effect from 8th August, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company.

The Board is of the view that the appointment of Mr. Denny Thomas on the Company Board is desirable and would be beneficial to the Company.

The Board on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Mr. Denny Thomas as a Non-Executive Non- Independent Director of the Company, as set out in the Resolution relating to his appointment.

Mr. Denny Thomas is not disqualified from being appointed as Director of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Denny Thomas himself, in any way concerned or interested, in the said resolution.

The Board commends the Ordinary Resolution set out at Item No. 12 of the Notice for approval by the members.

**Item No: 13 of the Notice – Ordinary Resolution**

The Board of Directors of the Company in their meeting held on 10th February, 2023, appointed Fr. Benny Mundanatte as an Additional Director of the company in terms of Section 161(1) of the Companies Act, 2013. Fr. Benny Mundanatte can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company.

Further, at the same meeting held on 10th February, 2023, the Board appointed Fr. Benny Mundanatte as the Managing Director of the Company, with effect from 11th February, 2023, for a period of one year, subject to the approval of the



shareholders at the 34th AGM and such other approval as may be required under applicable laws.

Based on the recommendation of Nomination and Remuneration Committee that the appointment and presence of Fr. Benny Mundanatte on the Board as the Managing Director will be desirable, beneficial and in the best interest of the Company and in view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Act, recommends the Ordinary Resolution as set out in item no. 13 of the accompanying Notice for the approval of the members.

Except for Fr. Benny Mundanatte, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

#### **Item No: 14 of the Notice – Ordinary Resolution**

The Board of Directors and the Nomination and Remuneration Committee, approved re-appointment of Fr. Michael Joseph as Whole-time Director, for a further period of three years from 27th June, 2023 upto 26th June, 2026, without any remuneration subject to approval of Shareholders at this Annual General Meeting.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Whole-time Director to strengthen the management of the Company.

In view of the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013, the Board recommends the Ordinary Resolution set out at item no. 14 of the accompanying Notice for the approval of the Members.

Except for Fr. Michael Joseph, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

#### **Item No: 15 of the Notice – Ordinary Resolution**

The Board of Directors of the Company in their meeting held on 10th February, 2023, appointed Fr. Rajan Thomas as an Additional Director of the company in terms of Section 161(1) of the Companies Act, 2013. Fr. Rajan Thomas can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company.

Further, in the same meeting i.e. meeting held on 10th February, 2023, the Board appointed Fr. Rajan Thomas as the Whole-time Director of the Company, with effect from 11th February, 2023, for a period of one year, subject to the approval of the shareholders at the 34th AGM and such other approval as may be required under applicable laws.

The Board on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Fr. Rajan Thomas on the Board as the Whole-time Director of the Company and in view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Act, recommends the Ordinary Resolution as set out in item no. 15 of the accompanying Notice for the approval of the members.

Except for Fr. Rajan Thomas, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

#### **Item No: 16 & 17 of the Notice – Special Resolution**

In order to cater to the business requirements, the Board at its meeting held on 08th August, 2023, has approved to increase the present borrowing limits from Rs. 30 Crore to Rs. 35 Crore under Section 180(1) (c) of the Companies Act, 2013 subject to the shareholders' approval.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to Rs. 35 Crores.

Accordingly, the approval of the members of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company upto Rs. 35 Crores (Rupees Thirty Five Crores) as stated in the resolutions.

The Board of Directors therefore recommends the resolutions as set out in Item Nos. 16 and 17 of the Notice for approval of members of the Company by way of Special Resolutions.

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

#### **Item No: 18 of the Notice – Special Resolution**

Your company's business is growing and growth requires capital. Further funds are required to augment its working capital, capital expenditure and for other corporate purposes.

The Board at its meeting dated 08.08.2023, subject to approval of the Company in the General Meeting and requisite statutory approvals, has approved the offer, issue and allotment of 10,17,010 (Ten Lakhs Seventeen Thousand and Ten) Equity Shares having face value of Rs. 100/- (Rupees One Hundred only) each, to the persons as per the list given below.





## List of Persons proposed for Preferential Allotment

Sl. No.	NAME	No. of Shares	Sl. No.	NAME	No. of Shares
1	Jose Chackalackal	10,000	65	Varghese K S	150
2	Deepam Trust Irijalakuda	10,000	66	C.T Linson	150
3	Fr.Philip Thayil Changanassery	2,000	67	Mr. Mathew Kumbleveetil,	150
4	St. Joseph Trust Thalassery	10,000	68	Mr.John Jacob,	150
5	Deepika Printers Kottayam	10,000	69	Manju Varghese	200
6	Diocesan Media Centre Thamarassery	5,000	70	Shiby Martin	200
7	Terin Thomas Mullakkara	1,000	71	Thomas Antony	200
8	T A Babu, Thannimalayil	1,000	72	Babu Neelamkavil Dominic	200
9	Jose Vallooran	1,000	73	Mabin Baby	200
10	Alex Vincent	1,000	74	Annie John	200
11	Daijo P I	1,000	75	Mr.K.L.Lona	200
12	Jose Konikkara	1,000	76	Dr.Rose Sweety Raphael	200
13	Varghese Kuthur	1,000	77	Mr. Tony Jose,	200
14	Palakkad Media Trust	75,000	78	Mr.Sayo Zacharias	200
15	Kanjirapally Media Trust	10,000	79	Mr.Jimmy Abraham	200
16	Joseph Thadathil	110,000	80	Mr. M D Joy	200
17	Archeparchy Trust Changanacherry	40,000	81	Annie V D	250
18	Devis Edakulathur Ittoop	410,000	82	Jacob Vazhakamalayil	250
19	Benny Mathew	100,000	83	Antony M P	250
20	Samji Daniel	500	84	Joshy Chittilapilly	250
21	Vimala Samji	500	85	Thomas Am	250
22	Raju Joseph Thurackal	100	86	Shaju Thaliapparambil	250
23	Gino Jose	3,000	87	Murial A.C	250
24	Jacob Mittathanickal	10,000	88	Wilson Alappatt	250
25	Minnal George	10,000	89	Anto Aynickal	250
26	Dr R W Vanspall	100	90	Jose Aynickal	250
27	Shib Baby	100	91	Jose Manuel	250
28	N.L Jose	100	92	Thomas Kalapurackal	250
29	Baby Philip	100	93	Sheela Thomas	250
30	Varghese Baby	100	94	John Pudussery	250
31	Augustin P U	100	95	Beena Simon	250
32	Mr. Emmanuel Kappan,	100	96	Babu Peter	250
33	Mr.Jacob Pattiyakkaran	100	97	K A Paul	250
34	Mr.Rajeev K R,	100	98	Joy Joseph	250
35	Mr.Sebastian P.J,	100	99	P.V.Joseph	250
36	Mr. Sabu Thomson,	100	100	Dominic Puthenparambil	250
37	Mr.Sanesh Mathew,	100	101	Leena Jose K	250
38	Mr.Jacob P.	100	102	Gixon George	250
39	Mr Daryl Mani,	100	103	Sunil David	250
40	Dr.J.Tomy	100	104	Jose Abraham	250
41	Mr.V.M.Benny,	100	105	N J Joy	250
42	Mr Seen Joseph,	100	106	Josraj M	250
43	Mr.V.A Sany,	100	107	Santhosh Xavier	250
44	Mr.Jose M J,	100	108	Jai Paul	250
45	Mr James Antony,	100	109	Francis Kokkat	250
46	Mr. M.D.Kuriakose	100	110	Sabu Jose M	250
47	Mr. Maniyam(Paul),	100	111	Joy A P	250
48	Mr.P.F.Lorance	100	112	Wilson Antony	250
49	Mr Toms P.A,	100	113	Melbin T Varghese	250
50	Mr Joseph Gean T,	100	114	Biji	250
51	Mr.Maria Jestes Sahaya Selvam	100	115	P Geo Joseph	250
52	Mr.William K	100	116	Josemoum U K	250
53	Mr.John Paul	100	117	Paulson Ponmany	250
54	Mrs. Jasmin Joseph	100	118	Sasikumarar	250
55	Abraham Panackal	110	119	Silvester	250
56	Jhony Chakalakkal	150	120	Jose Francis (Joffen)	250
57	K E Francis	150	121	Tony Thomas	250
58	Celina Paul	150	122	V.S Mathew	250
59	Ac Sunny	150	123	Jose Peter	250
60	George Cheeramkuzhi	150	124	P.T Abraham	250
61	Cs Thomas	150	125	Rijo Raphael	250
62	Pramod Kumar T	150	126	Saifu Kokkat	250
63	Princy Raphy	150	127	Mr.Shajju K.V,	250
64	Jinesh	150	128	Miss.Rincy Jose	250



Sl. No.	NAME	No. of Shares	Sl. No.	NAME	No. of Shares
129	Dr Saji Thomas	250	166	Suresh Anto	500
130	Mr.T.E.Georgekutty	250	167	Dr Dhamodharan ( Dominic)	500
131	Mr.Jinto Sebastian	250	168	Mr.James Mathew	500
132	Mr.Raj Philip,	250	169	Mrs.Shymi Denni,	500
133	Mr.P.D.Johny,3	250	170	Dr.Jobi Paul,	500
134	Mr.Chacko M M,	250	171	Dr. Anies Stephen	500
135	Mr Jose Mathew	250	172	Mr.C V Thomas	500
136	Mr George Rapheal Pozholiparambil	250	173	Joseph J Thoppil	700
137	Mr.Panokkaran Jaise Jose	250	174	Miss.Merly Mary Joseph	700
138	Mr. Cr Paul	250	175	Mareena Kuriakose	1,000
139	Swapna	300	176	Anto Chittilapilly	1,000
140	Sonia Pappachen	300	177	Sam Powell	1,000
141	Rev.Fr. Roy Augustine	300	178	Jose Mangaly	1,000
142	John Thomas	300	179	Jiju Chennakattukunnel	1,000
143	Prof. Thomas Jacob,	300	180	Ittichen K Mangally	1,000
144	Mr.Jose P.T,	350	181	Binoj Palihottathil	1,000
145	Rosy Pappachan	400	182	Thressia George	1,000
146	Jose Koodathani	400	183	David P T	1,000
147	Joy Alappatt	500	184	Johnson Thomman	1,000
148	Harry Liju	500	185	Jaison T J	1,000
149	Philomina Devassy	500	186	Sebastian K.J	1,000
150	Antony Mathippuram	500	187	Vv Jose	1,000
151	C T Kuriakose	500	188	Julie Joy	1,000
152	Nancy Davis	500	189	P.T Sebastian	1,000
153	Jolly K G	500	190	Mrs.Solly Thomas,	1,000
154	Davis Manuvel	500	191	Mr.Sajeev Jacob,	1,000
155	Martin Mundakkal	500	192	Dr.Boby Mannuel,	1,000
156	Abraham P M	500	193	Mr.C V Sunny	1,000
157	Roshan Mathew	500	194	Babu Nilayattungal	2,000
158	George V L	500	195	Mr T J Inasu	2,000
159	Kochappan Thomas	500	196	Miss Liba Sebastian	2,000
160	Antony P L	500	197	Vinu Paul Alukka	5,000
161	Nancy Davs	500	198	Mr. Thomas.M.V,	5,000
162	P.C Reetha	500	199	Shabu Xavier	10,000
163	Riyesh Pulikottil	500	200	Rapheal Pozholiparambil Thomas	110,000
164	Lonappan	500			
165	John P Menachery	500			
			<b>Total</b>		<b>1,017,010</b>

Pursuant to Section 42 and 62 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), read with Rules made thereunder and the Memorandum and Articles of Association of the Company, the approval of the Members is required for making further issue of Equity shares on preferential basis by way of a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for the consideration and approval by the shareholders of the Company by passing special resolution in the meeting.

Except Rev. Dr. Joseph Thadathil, Mr. Benny Mathew, Mr. Devis Edukulathur Ittoop, Directors of the Company to the extent of shares that may be offered to them, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

Sl. No:	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
<b>A</b>	<b>Promoters' Holding:</b>	<b>1057951</b>	<b>27.9</b>	<b>1677951</b>	<b>34.89</b>
<b>B</b>	<b>Non Promoters' Holding:</b>	<b>2734239</b>	<b>72.1</b>	<b>3131249</b>	<b>65.11</b>
	<b>GRAND TOTAL</b>	<b>3792190</b>	<b>100</b>	<b>4809200</b>	<b>100.00</b>

**Information pursuant to Rule 13 (2) (d) of the Companies (Share Capital and Debentures) Rules, 2014**

Sl No	Particulars	Information
1	Object of the issue	To expand the business activities
2	Total number of shares or other securities to be issued	10,17,010 Equity shares
3	Price at which the allotment is proposed	Rs. 100 /equity share
4	Basis on which the price has been arrived at	The price has been arrived at in terms of Valuation Report dated July 31, 2023 issued by Mr. Rajendran P.R, Registered Valuer. IBBJ Registration no. IBBJ/RV/06/2019/12555
5	Relevant date with reference to which the price has been arrived at	Valuation Date: 31.03.2023 Date of report: 31.07.2023
6	Class or classes of persons to whom the allotment is proposed to be made	The aforementioned allotment, if approved, is proposed to be made to Promoter & Non- Promoter Category of the Company.
7	Intention of promoters, Directors or key managerial personnel to subscribe to the offer	The Equity Shares shall be offered to the Proposed Allottee only. Mr. Benny Mathew, Mr. Devis Edukulathor Ittoop & Fr. Dr. Joseph Thadathil Directors intends to subscribe to the offer.
8	The proposed time within which the allotment shall be completed	Within a period of twelve months from the date of passing of the special resolution.
9	The name of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Percentage of post preferential offer Capital held by the allottees. 1. Promters - 14.97% 2. Non-Promoters - 10%
10	The change in control, if any, in the company that would occur consequent to the preferential offer	There will no change in the control of the Company consequent to the preferential offer.
11.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	The Company has allotted shares to 11 persons on 08.08.2023 through preferential basis
12.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	The proposed issue of shares is for cash and hence this is not applicable.
13	The pre issue and post issue shareholding pattern of the company	

**Item No: 19 of the Notice – Special Resolution**

In order to strengthen financial position of the Company it is proposed to convert loan into equity shares. Accordingly, the Board of Directors of the Company, propose to convert the unsecured loan obtained from Mr. Denny Thomas, Director of the Company amounting to Rs.1,80,00,000/- (Rupees One Crore Eighty Laks Only) into Equity Shares of Rs.100/- each at par in one or more tranches.

The proposed issue and allotment of Equity Shares on a preferential basis upon conversion of loan shall be governed by the applicable provisions of the Companies Act, 2013 read with the applicable provisions of the rules made there under.

Hence, approval of the members of the Company by way of passing Special Resolution is sought as per requirement of the provision of Section 62(3) or any other applicable provisions of the Act. The Board commends passing of the special resolution as per item 19 of the Notice.

Except Mr. Denny Thomas, Director of the Company to the extent of shares that may be offered to him, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

Kottayam  
08-08-2023

By order of the Board  
Sd/- Fr. Benny Mundanatte  
(DIN 06686549) (Managing Director)



## BOARD REPORT

To the Members,

Your Directors are pleased to present the 34<sup>th</sup> Annual Report of the Company, together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2023. The consolidated performance of the Company and its subsidiaries has been referred to, wherever required.

### FINANCIAL RESULTS

The summary of the Company's financial performance, both on a consolidated and standalone basis, for the FY 2022-23, as compared to the previous FY 2021-22 is given below:

(Rs. in lacs)

PARTICULARS	Stand alone		Consolidated	
	As on 31.03.2023	As on 31.03.2022	As on 31.03.2023	As on 31.03.2022
Revenue from operations	4551.19	3,757.87	4551.19	3,757.87
Other Income	229.14	204.85	229.14	204.85
<b>Total Income</b>	<b>4780.33</b>	<b>3,962.73</b>	<b>4780.33</b>	<b>3,962.73</b>
<b>Expenses</b>				
Other expenditure	4786.13	3,935.21	4786.23	3,935.31
Depreciation and amortization expenses	123.03	122.99	123.03	122.99
<b>Total expenses</b>	<b>4909.16</b>	<b>4,058.20</b>	<b>4909.26</b>	<b>4,058.30</b>
Profit before tax (PBT) & Extra ordinary items	<b>-128.83</b>	<b>-95.48</b>	<b>-128.93</b>	<b>-108.24</b>
Extra ordinary items	<b>177.57</b>	<b>-12.66</b>	<b>177.57</b>	<b>-12.66</b>
<b>Tax expenses</b>				
Deferred Tax	NIL	NIL	NIL	NIL
Income Tax	NIL	NIL	NIL	NIL
<b>Profit/ Loss for the year</b>	<b>48.74</b>	<b>-108.14</b>	<b>48.64</b>	<b>-108.24</b>

### STATE OF COMPANY'S AFFAIRS

The company is engaged in the business of printing and publishing newspapers and periodicals. On a consolidated basis, the revenue for FY 2023 was 4551.19 lakhs, as compared to previous year's revenue of 3757.87 lakhs. The profit after tax attributable to shareholders and non-controlling interests for FY 2023 is 48.64 lakhs and FY 2022 was (-108.24) lakhs.

On a standalone basis, the revenue for FY 2023 was 4551.19 lakhs, as compared to previous year's revenue of 3757.87 lakhs. The PAT attributable to shareholders for FY 2023 was 48.74 lakhs and FY 2022 was (-108.14) lakhs.

Your directors are hopeful of a better performance in the coming year.

### DIVIDEND

Considering the ongoing financial condition of company, your board has decided not to recommend any dividend for period under review and the internal accruals will be part of retained earnings.

### TRANSFER TO RESERVES

The Accounting Standards permit that the amounts in the Profit after tax stands are included in the Reserve & Surplus Schedule, hence the Company has not transferred any amount to its General Reserves.

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

In terms of Section 125(2) of the Companies Act, 2013, no unclaimed or unpaid Dividend relating to the financial year is due for remittance to the Investor Education and Protection Fund established by the Central Government.

### SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Company has one Wholly Owned Subsidiary, namely M/s. Rashtra Deepika News Corporation Private Limited. The Company has no associate and joint ventures, therefore, disclosing the names of the respective entities does not arise.

### MATERIAL CHANGES & COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY, OCCURRING BETWEEN THE END OF THE FINANCIAL YEAR AND THE BOARDS' REPORT DATE

No material changes or commitments likely to affect the financial position of the Company having an impact on the





functioning and working of the Company have occurred between the end of the financial year to which the financial statements relate and the date of Board's Report. The operations of the Company have been effectively managed and the Management shall review the performance from time to time, in order to monitor the business activities of the Company.

#### CHANGE IN THE NATURE OF BUSINESS, IF ANY

Our Company has not changed its line of business activity nor has it expanded the area of activities; therefore, there is no variation in the nature of business for the year under review.

#### DETAILS OF BOARD MEETINGS

During the year, 8 numbers of Board Meetings were held, details of which are given below:

<u>Name of Directors</u>	<u>Date of Board meetings</u>							
	06.05 2022	20.05. 2022	19.08. 2022	23.09. 2022	04.11. 2022	20.12. 2022	10.02. 2023	17.03. 2023
Dr. Francis Cleetus	√	√	√	√	√	√	√	√
Fr. Mathew Chandrankunnel	√	√	√	√	√	√	√	X
Mr. George Jacob	X	X	X	X	X	X	X	X
Mr. C P Paul	√	√	√	√	√	√	√	√
Mr. K O Ittoop	√	√	√	X	√	√	√	√
Mr. Devis Edakulathur	X	X	√	X	√	X	√	√
Mr. Johnny Kuruvilla	X	√	√	√	√	√	√	X
Mr. Jacob Joseph Kunju	√	√	√	√	√	√	√	√
Mr. Benny Mathew	√	√	√	√	√	√	√	√
Mr. V C Sebastian	√	√	√	√	X	X	√	√
Fr. Michael Joseph	√	√	X	√	X	√	√	X
Fr. Bobby Alex (Alternate Director to George Jacob)	X	X	√	X	X	X	√	X
Fr. Sebastian Manickathan	X	X	√	X	X	X	X	X
Fr. Sebastian Elanjickal	X	X	√	√	X	X	√	X
Fr. Gregory Onamkulam	√	X	√	X	√	X	X	X
Fr. Thomas Mathew	√	X	√	√	√	√	√	√
Fr. Joseph Ottaplackal	√	√	√	X	√	X	X	√
Fr. George Cherian	√	√	√	√	√	X	X	√
Fr. Dr. Cherian John	√	√	√	√	X	√	X	X
Mr. Mathew Joseph Vazhappillil	X	X	X	X	√	√	√	√
Fr. Benny Mundanatte	X	X	X	X	X	X	X	√
Fr. Rajan Thomas	X	X	X	X	X	X	X	√
Fr. James Palackal	X	X	X	X	X	X	X	√



## CAPITAL STRUCTURE

The Capital Structure of the Company is as follows:

Share Capital	31.03.2023 (In Rupees)	31.03.2022 (In Rupees)
a) Authorized Share Capital 50,00,000 (PY 45,00,000) Equity Shares of Rs.100/- each	50,00,00,000	45,00,00,000
b) Issued, Subscribed and fully Paid up Share Capital 37,68,090 (PY 36,50,390) Equity Shares of Rs. 100/- each	37,68,09,000	36,50,39,000

The Company has issued 117700 Equity Shares during the year under private placement basis. No Sweat Equity Shares and employee Stock options are issued and not called for any buyback of Shares during the current financial year.

## PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans, guarantees and investments as per Section 186 of the Act by the Company, have been disclosed in the financial statements.

## EXTRACTS OF ANNUAL RETURN

A copy of the annual return as provided under sub-section (3) of section 92 of the Companies Act, 2013 ('the Act'), in the prescribed form, is hosted on the Company's website.

## DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board hereby submits its Responsibility Statement:

- (i) In the preparation of the annual accounts, the applicable accounting standards had been followed, along with proper explanation relating to material departures;
- (ii) 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 and loss of the company for that period;
- (iii) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) The Directors had prepared the annual accounts on a going concern basis; and
- (v) 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.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

The composition of the Board is in accordance with the provisions of Section 149 of the Act, with an appropriate combination of Executive Directors, Non-Executive Directors and Independent Directors.

The following changes have taken place in the Directors of your Company during the Financial Year 2022-23 and till the date of this Report:

1. The shareholders of the Company at their 33rd AGM held on 23<sup>rd</sup> September, 2022, based on the recommendations of the Board of Directors, Nomination and Remuneration Committee had approved the re-appointment of Fr. Mathew Chandrankunnel (DIN 08362156) as the Managing Director of the Company for a term of three years commencing from 15th February, 2022 and remuneration payable thereof.
2. At the 33rd AGM, the shareholders approved the re-appointment of Fr. Michael Joseph (DIN: 07966441) as Whole-time Director of the Company for a period of one year commencing from 29th March, 2022.
3. Mr. Mathew Joseph Vazhappillil (DIN 09752317), who was appointed by the Board as an Additional Director under the category of Non-Executive, Non-Independent Director with effect from 23.09. 2022.
4. Fr. Benny Mundanatte (DIN: 06686549), who was appointed as an Additional Director under the category of Executive, Non- Independent Director with effect from 11.02. 2023. Further, at the Board meeting held on 10th February, 2023, the Board appointed Fr. Benny Mundanatte as the Managing Director of the Company, with effect from 11th February, 2023, for a period of one year, subject to the approval of the shareholders at the 34th AGM.
5. Fr. Michael Joseph re-appointed as Whole-time Director of the company for a further period of three years from 27th June, 2023 upto 26th June, 2026, subject to the approval of the shareholder at the 34<sup>th</sup> AGM.
6. Fr. Rajan Thomas (DIN: 10087598), who was appointed as an Additional Director under the category of Executive, Non- Independent Director with effect from 11.02. 2023. Further, at the Board meeting held on 10th February, 2023, the Board appointed Fr. Rajan Thomas as the Whole-time Director of the Company, with effect from 11th February, 2023, for a period of one year, subject to the approval of the shareholders at the 34<sup>th</sup> AGM.



7. Fr. James Palackal (DIN: 10095525), who was appointed by the Board as an Additional Director under the category of Non-Executive, Independent Director with effect from 11.02. 2023.
8. Dr. Thomas Kurian Kochukoyckal (DIN: 01350328), who was appointed by the Board as an Additional Director under the category of Non-Executive, Non- Independent Director with effect from 27.06. 2023.
9. Fr. Dr. Abraham Vettiyankal Mani (DIN: 10178980), who was appointed by the Board as an Additional Director under the category of Non-Executive, Non- Independent Director with effect from 27.06. 2023.
10. Fr. Dr. Joseph Thadathil (DIN: 10253992), who was appointed by the Board as an Additional Director under the category of Non-Executive, Non- Independent Director with effect from 08.08. 2023.
11. Fr. Sibi Palakuzhiyil (DIN: 09646692), who was appointed by the Board as an Additional Director under the category of Non-Executive, Non- Independent Director with effect from 08.08. 2023.
12. Mr. Denny Thomas (DIN: 02214347), who was appointed by the Board as an Additional Director under the category of Non-Executive, Non- Independent Director with effect from 08.08. 2023.
13. Fr. Sebastian Manickathan, Director of the Company tendered his resignation with effect from close of business hours on 01.12.2022.
14. Fr. Dr. Charivupurayidathil Cherian John (DIN: 09162940), Whole-time director of the Company tendered his resignation with effect from close of business hours on 27.01.2023.
15. Fr. Mathew Chandrankunnel (08362156), Managing Director of the Company tendered his resignation with effect from close of business hours on 10.02.2023.
16. Fr. Gregory Onamkulam (08443381), Director of the Company tendered his resignation with effect from close of business hours on 10.02.2023.
17. Fr. Joseph Ottaplackal (08474493), Director of the Company tendered his resignation with effect from close of business hours on 01.08.2023.
18. Fr. George Cherian (08979773), Director of the Company tendered his resignation with effect from close of business hours on 20.06.2023.

Accordingly, resolutions seeking for the appointment/re-appointment of all the directors are given in the notice of the 34th annual general meeting.

Section 152 of the Act provides that unless the Articles of Association provide for retirement of all directors at every AGM, not less than two-thirds of the total number of directors of a public company (excluding the Independent Directors) shall be persons whose period of office is liable to determination by retirement of directors by rotation, of which one-third are liable to retire by rotation. Accordingly, Directors Mr. Devis Edukulathur Ittoop (DIN: 01866627), Mr. Jacob Joseph Kunju (DIN: 03142759), Mr. V C Sebastian (DIN: 06921316), Dr. Francis Cleetus (DIN: 01803799) will retire by rotation at the ensuing AGM and being eligible, have offered themselves for re-appointment. The Board recommends their re-appointment.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on 31st March, 2023 are: Fr. Benny Mundanatte, Managing Director, Fr. Michael Joseph and Fr. Rajan Thomas, Whole-time Directors, Mr. Muppathiyil Mathai George, Chief Financial Officer and Mrs. Anamol P V, Company Secretary.

#### **DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149 - S. 134(3) d**

Pursuant to the provisions of Sections 149, 160, Schedule IV and other applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Company has to appoint a minimum of two Directors as Independent Directors, satisfying the conditions mentioned therein.

- 1) Fr. James Palackal was appointed as an Independent Director of a company with effect from 11.02.2023. He is a Catholic priest hailing from Changanacherry, Kottayam and his appointment as Independent Director may help the company to improve circulation. The Board of Directors was of the opinion that Rev. Fr. James Palackal meets the criteria set out in Section 149(6) of the Companies Act, 2013 to act as an Independent Director.
- 2) Fr. Thomas Mathew was appointed as Independent Director for a period of 5 years with effect from 16/8/ 2019. He is a Catholic priest and his appointment as Director may help the company to improve circulation. The Board of Directors was of the opinion that he meets the criteria set out in Section 149(6) of the Companies Act, 2013 to act as an Independent Director.

#### **AUDIT COMMITTEE:**

Pursuant to the provisions of Section 177(1) of the Companies Act, 2013, Rule 6 of the Companies (Meetings of Board & Its Powers) Rules, 2014 your Company has constituted an Audit Committee of the Board of Directors, comprising of the following Directors as on March 31, 2023:

- a. Mr. Jacob Joseph Kunju
- b. Rev. Fr. Gregory Onamkulam
- c. Rev. Fr. Thomas Mathew Pothanamuzhi

The Audit Committee met 4(Four) times during the year. The details of the meetings held and attendance of Members during the year are given below:



Name	Dates of Board Meetings			
	06.05.2022	19.08.2022	04.11.2022	08.02.2023
Mr. Jacob Joseph Kunju	√	√	√	√
Rev. Fr. Gregory Onamkulam	√	√	√	X
Rev. Fr. Thomas Mathew Pothanamuzhi	√	√	√	√

The Board accepted the recommendations of the Audit Committee whenever made by the Committee during the year.

#### NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the provisions of Section 178 of the Companies Act, 2013, Rule 6 of the Companies (Meetings of Board & Its Powers) Rules, 2014, your Company has constituted a Nomination and Remuneration Committee of the Board of Directors, comprising of the following Directors as on March 31, 2023:

- a. Mr. V.C. Sebastian-
- b. Rev. Fr. Gregory Onamkulam
- c. Rev. Fr. Thomas Mathew Pothanamuzhi

The Nomination and Remuneration Committee met 2 (Two) times during the year. The details of the meetings held and attendance of Members during the year are given below:

Name	Dates of Board Meetings	
	19.08.2022	08.02.2023
Mr. V.C. Sebastian	√	√
Rev. Fr. Gregory Onamkulam	√	√
Rev. Fr. Thomas Mathew Pothanamuzhi	√	√

#### STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 your Company has constituted a Stakeholders' Relationship Committee of the Board of Directors, comprising of the following Directors as on March 31, 2023:

1. Mr. V C Sebastian
2. Rev. Fr. Gregory Onamkulam
3. Rev. Fr. Thomas Mathew Pothanamuzhi

There was 1 (One) Meeting of the Stakeholders' Relationship Committee held during the Financial Year 2022-23 (i.e., on 08.02.2023).

#### PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013

All contracts/arrangement/transactions entered into by the Company during FY 2022-2023 with related parties were in compliance with the applicable provisions of the Act. Prior omnibus approval of the audit committee is obtained for all related party transactions, which are foreseen and of repetitive nature. Pursuant to the said omnibus approval, details of transactions entered into are also reviewed by the audit committee on a quarterly basis.

All related party transactions entered into during FY 2022-2023 were on an arm's length basis and in the ordinary course of business of the Company under the Act. None of the transactions required members' prior approval under the Act.

Details of transactions with related parties during FY 2022-2023 are provided in the notes to the financial statements. There were no transactions requiring disclosure under section 134(3) of the Act. Hence, the prescribed Form AOC-2 does not form a part of this report.

#### DEPOSITS

The Company has not accepted any deposits, hence the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 are not applicable to the Company.

#### INTERNAL AUDITORS

Internal Audit is not applicable to the Company.

#### STATUTORY AUDITORS

Upon recommendation by the Audit Committee, the Board of Directors of the Company, at its Meeting held on 19th August, 2022, had recommended to the Shareholders the appointment of Jameskutty & Associates (Firm Registration No.



008224S), Chartered Accountants, as the "Statutory Auditors" of the Company, for a term of 5 (Five) years, to hold office from the conclusion of the 33rd Annual General Meeting ("AGM") till the conclusion of the 38th AGM.

The Shareholders of the company at its 33rd AGM held on 23<sup>rd</sup> September, 2022 had approved the appointment of Jameskutty & Associates, Chartered Accountants (Firm Registration No. 008224S) as the "Statutory Auditors" of the Company, pursuant to Sections 139 to 144 of the Companies Act, 2013 and Rules 3 to 6 of the Companies (Audit and Auditors) Rules, 2014, to hold office for a term of 5 (Five) years, i.e., from the conclusion of the from the conclusion of 33rd annual general meeting till the conclusion of 38th AGM.

The Statutory Auditors' Report for FY 2022-23 on the financial statement of the Company forms part of this Annual Report.

#### **COST AUDITORS.**

Cost Audit is not applicable to the Company. The Central Government has not specified maintenance of cost records for the Company under sub – section (1) of section 148 of the Companies Act 2013. Therefore, there is no requirement for appointment of Cost Auditors.

#### **EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS S. 134(3) f.**

There are no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

#### **DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT S. 134(3) (ca).**

Auditors have not reported any fraud during the year under review.

#### **SEXUAL HARASSMENT POLICY**

All employees are treated with dignity with a view to maintain a work environment free of sexual harassment; whether physical, verbal or psychological.

No complaints were received during the year.

#### **RISK MANAGEMENT POLICY**

Your Company has identified significant risk in circulation declining, reader's adapting nature to the world of online news, and publications, high interest charges etc. for the operations of the company and company has adopted necessary steps to mitigate the risk.

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

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo; as required under Section 134 (3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure 1** and is attached to this report.

#### **CORPORATE SOCIAL RESPONSIBILITY (CSR) U/S 135 OF THE COMPANIES ACT 2013**

CSR activity is not applicable to the company.

#### **ANNUAL EVALUATION.**

Annual Evaluation is not applicable to the company.

#### **REPORT ON VIGIL MECHANISM**

The company is not required to establish a vigil mechanism.

#### **MANAGERIAL REMUNERATION:**

There are no employees who are in receipt of remuneration equal to or exceeding the limits prescribed under Section 197 of the Companies Act, 2013 and Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended 31st March, 2023.

#### **DETAILS IN RESPECT OF ADEQUACY OF INTERNAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The company has adequate internal financial controls, such as defining authority to authorize financial transactions, Internal Audit and monthly review of financial statement mechanism in vogue. Further the company is not a listed company, hence reporting on this clause does not arise.

#### **COMPLIANCE OF SECRETARIAL STANDARDS**

It is hereby declared that the company has complied with the applicable Secretarial Standards prescribed by the Institute of Company Secretaries of India (ICSI).

#### **ACKNOWLEDGEMENTS**

Your Directors place on record their sincere gratitude to the Bankers, Business Associates, Suppliers, Consultants, Readers, various Government Authorities and company staff for the continued support extended to your Company's activities. Your Directors also gratefully acknowledge and appreciate the wholehearted support of the shareholders for the confidence reposed in it, which always remains a source of strength for your Company.





### ANNEXURE-1

<b>(A)</b>	(i)	<b>Conservation of energy</b> the steps taken or impact on conservation of energy;	Employees, customers are educated to save electricity by switching off the same at idle times.
	(ii)	the steps taken by the company for utilizing alternate sources of energy;	Steps are being taken to keep energy consumption at optimum levels.
	(iii)	the capital investment on energy conservation equipments;	NIL
<b>(B)</b>	(i)	<b>Technology absorption</b> the efforts made towards technology absorption;	The company does not use any foreign technology.
	(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	
	(iii)	in case of imported technology (imported during the last three years, reckoned from the beginning of the financial year)- (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and the expenditure incurred on Research and Development.	N.A  N.A N.A N.A
	(iv)		
<b>(C)</b>		<b>Foreign exchange earnings and outgo</b> The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.	Inflow: Rs NIL Out flow: Rs NIL

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place : Kottayam  
Date : 08-08-2023

Sd/- Dr. Francis Cleetus  
Chairman (DIN: 01803799)

Sd/- Fr. Benny Mundanatte  
Managing Director  
DIN: 06686549

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**ANNEXURE -1****Form No.MGT-9****EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31/03/2023**

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

**I. REGISTRATION AND OTHER DETAILS:**

CIN	U22122KL1989PLC005447
Registration Date	14/08/1989
Name of the Company	RASHTRA DEEPIKA LTD
Category/sub category	Indian non-governmental company limited with shares
Address of the Registered office	Deepika Buildings, P B No 7, College Road, Kottayam-686001, Kerala
Whether Company listed	NO
Name, Address and Contact details of Registrar and Transfer Agent, if any	NA

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

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

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% total turnover of the company
1	Printing & publishing of Newspapers & Periodicals	18111	95

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

Sl. No	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of Equity Shares Held	Applicable Section
1	Rashtra Deepika News Corporation Private Ltd Door No. 41/2556, Opp. North Railway Station, Railway Station Road, Kochi-682017	U22211KL2005P TC017784	Subsidiary	100	Sec 2(87)



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**IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)**

**i) Category-wise Shareholding**

Category of Share holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	814441	143510	957951	26.24	957941	100010	1057951	28.08	1.84
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.s	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (1):-</b>	814441	143510	957951	26.24	957941	100010	1057951	28.08	1.84
<b>(2) Foreign</b>									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub Total(A) (2):-</b>	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	814441	143510	957951	26.24	957941	100010	1057951	28.08	1.84
<b>B. Public</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Co's	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	130540	0	130540	3.58	92005	45535	137540	3.65	0.07
<b>Sub Total (B)(1):-</b>	130540	0	130540	3.58	92005	45535	137540	3.65	0.07
<b>2. Non- Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	0	9220	9220	0.25	0	9220	9220	0.24	0.01



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ii) Overseas	0	0	0	0	0	0	0	0	0
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	713	337985	338698	9.28	1324	339024	340348	9.03	0.25
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	2177518	2177518	59.66	480108	1706460	2186568	58.03	1.62
c) Others - NRIs	0	36463	36463	1.00	0	36463	36463	1.00	0
<b>Sub-total (B)(2):-</b>	<b>713</b>	<b>2561186</b>	<b>2561899</b>	<b>70.18</b>	<b>481432</b>	<b>2091167</b>	<b>2572599</b>	<b>68.27</b>	<b>1.91</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>									<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>945694</b>	<b>2704696</b>	<b>3650390</b>	<b>100</b>	<b>1531378</b>	<b>2236712</b>	<b>3768090</b>	<b>100</b>	<b>0</b>

(ii) Shareholding of Promoters

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	%of total Shares of the company	%of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged/encumbered to total shares	
1	Dr.Francis Cleetus	414686	11.36 %	NIL	414686	11 %	NIL	0.36%
2	Mr. George Jacob	100755	2.76 %	NIL	100755	2.67 %	NIL	0.09%
3	Mr. Paul Pavunny Chungath	100010	2.74 %	NIL	100010	2.65 %	NIL	0.09%
4	Mr. Jacob Joseph Kunju	100000	2.74%	NIL	100000	2.65 %	NIL	0.09%
5	Mr.Devis Edakulathur	100000	2.74 %	NIL	100000	2.65 %	NIL	0.09%
6	Fr.Michael Joseph	42500	1.16%	NIL	42500	1.13%	NIL	0.03%



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7	MrJohny Kuruvilla	100000	2.74 %	NIL	100000	2.65 %	NIL	0.09%
8	MathewJoseph Vazhappillil	0	0		100000	2.65 %		2.65%
		957951			1057951			

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

Sl. No.	Shareholder's 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
1	Mathew Joseph Vazhappillil	0	0	100000	2.65 %

**D) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS:**

(iv) **Share holding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. 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	Fr. Joseph Kurinjiparambil	323078	8.85	323078	8.57
2	Fr. Mathew Manvalan	1,00,000	2.74	1,00,000	2.65
3	Fr. Thomas Nagaparambil	100000	2.74	100000	2.65
4	Fr. Mathew Mathew Chalil	105000	2.88	105000	2.79
5	Mar Pauly Kanookadan	1,05,000	2.88	1,05,000	2.79
6	Chavara Charity Society	113000	3.09	113000	2.99
7	Fr. Jose Vallompurayidom	160000	4.38	160000	4.25
8	Fr. Mathew Pulimoottil	645000	17.67	645000	17.12
9	Fr. Joseph Mattom	105000	2.88	105000	2.79
10	Cardinal Basielios Cleemis	100000	2.74	100000	2.65

(v). **Shareholding of Directors and Key Managerial Personnel:**

Director/KMP	Shareholding at the beginning of the year	Cumulative shareholding during the year
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Name	Designation	No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
Dr.Francis Cleetus	Director	414686	11.36 %	414686	11 %
Mr. George Jacob	Director	100755	2.76 %	100755	2.67 %
Mr. Paul Pavunny Chungath	Director	100010	2.74 %	100010	2.65 %
Mr. Jacob Joseph Kunju	Director	100000	2.74%	100000	2.65 %
Mr. Devis Edakulathur Ittoop	Director	100000	2.74%	100000	2.65 %
Fr. George Cherian	Director	0	0	0	0
Fr. James Palackal	Independent Director	0	0	0	0
Fr. Michael Joseph	Whole-Time Director	42500	1.16%	42500	1.13%
Mr. V C Sebastian	Director	0	0	0	0
Fr.Thomas Mathew	Independent Director	0	0	0	0
Fr.Boby Mannamplackal Alexander Jacob	Alternate Director	0	0	0	0
Fr. Benny Mundanatte Mathew	Managing Director	0	0	0	0
Fr. Joseph Ottaplackal	Director	0	0	0	0
Mr. K O Ittoop	Director	0	0	0	0
Mr. Johny Kuruvilla	Director	100000	2.74%	100000	2.65 %
Vazhappillil	Director	0	0	100000	2.65 %
Fr. Sebastian Elanjickal	Director	0	0	0	0
Mr. Benny Mathew	Director	0	0	0	0
Fr. Rajan Thomas	Whole-Time Director	0	0	0	0

**V. INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness



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<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	279875996.00	24217816	0	304093812.00
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	279875996.00	24217816	0	304093812.00
<b>Change in Indebtedness during the financial year</b>				
* Addition	14087381	700707	0	14788088
* Reduction	31671596	0	0	31671596
<b>Net Change</b>	262291781.00	24918523	0	287210304.00
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	262291781.00	24918523	0	287210304.00
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	262291781.00	24918523	0	287210304.00

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

**A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:**

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Benny Mundanatte (Managing Director)	Michael Joseph (Whole Time Director)	Rajan Thomas (Whole Time Director)	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	32857	Nil	0	32857
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-		-	-
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-		-	-
2.	Stock Option	-		-	-
3.	Sweat Equity	-		-	-



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4.	Commission - as % of profit - others, specify...	- -		- -	- -
5.	Others, please specify	-		-	-
	Total (A)	32857	Nil	0	32857
	Ceiling as per the Act				

**B. REMUNERATION TO CEO, CFO AND COMPANY SECRETARY:**

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount Rs
		CEO	CS	M. M. George (CFO)	
1.	Gross Salary	-			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	728358	1079568	1807926
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>TOTAL</b>	-	<b>728358</b>	<b>1079568</b>	<b>1807926</b>

**C. REMUNERATION TO OTHER DIRECTORS:**

S. No.	Particulars of Remuneration	Other Directors			Total Amount
		-	-	-	
1.	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-



**RASHTRA DEEPIKA LTD**  
 DEEPIKA BUILDINGS, P B NO 7,  
 COLLEGE ROAD, KOTTAYAM-686001  
 CIN: U22122KL1989PLC005447

	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	-	-	-

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

Type	Section Of Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority	Appeals if any
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place : Kottayam  
 Date : 08-08-2023

Sd/- Dr. Francis Cleetus  
 Chairman (DIN: 01803799)

Sd/- Fr. Benny Mundanatte  
 Managing Director  
 DIN: 06686549



## INDEPENDENT AUDITORS' REPORT

To the Members of  
Rashtra Deepika Limited

### Report on the Audit of the Consolidated Financial Statements Opinion

I have audited the financial statements of Consolidated Rashtra Deepika Limited (the "Company"), which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and, a summary of the significant accounting policies and other explanatory information.

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31 March 2023, its profit, and its cash flows for the year ended on that date.

### Basis for Opinion

I conducted my audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. My responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am 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 my audit of the financial statements under the provisions of the Act and the rules there under, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

### Other Information

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

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

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work I have performed, I conclude that there is a material misstatement of this other information; I Am required reporting that fact. I have nothing to report in this regard.

### Management's Responsibility

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my 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 Act, I am also responsible for expressing my





opinion on whether the Company has adequate internal financial controls with reference to financial statements 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial consolidated statements, or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I 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 I identify during my audit.

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

#### Other Matter

The company has no branches to be included in the consolidated financial statements, which has been audited by other person other than me.

#### 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 in terms of section 143(11) of the Act, I give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143(3) of the Act, I report that:
  - a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
  - b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
  - c) The Consolidated Balance Sheet, the consolidated statement of profit and loss and statement of cash flow dealt with by this Report are in agreement with the books of account.
  - d) In my opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2023 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - g) In my opinion and according to the information and explanations given to me, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act read with schedule V to the act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigation on its financial position in its consolidated financial statement –refer note 13 to financial statement
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company

Ettumanoor  
10-08-2023

For Jameskutty & Associates  
Chartered Accountants, Firm No:008224S  
Sd/- Jameskutty Mathew, Proprietor, M. No:205093  
UDIN: 23205093BGWUDM5328



**Annexure A to the Independent Auditor's Report of even date on the consolidated financial statements of Rashtra Deepika Limited**

The Annexure referred to in the Independent Auditor's Report to the members of Rashtra Deepika Limited (the "Company") on the financial statements for the year ended 31st March 2023, I report that:

(a) In terms of information and explanation sought by me and given by the company and the books of account and records examined by me in the normal course of audit and to the best of my knowledge and belief state that:

i(a)(A) The company has maintained proper records showing full particulars, including quantitative details and situation of property plant and equipment.

(B) The company has maintained proper records showing full particulars of intangible asset.

(b) Property Plant and equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification.

(c) The title deeds of immovable properties are held in the name of the Company.

(d) The company has not revalued its property plant and equipment or intangible assets during the year ended March 31, 2023

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act 1988 and the rules made there under.

ii.(a) The inventory has been physically verified by the management during the year. In our opinion the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed on such physical verification and confirmation.

(b) The Company has been sanctioned working capital in excess of five crore rupees (at any time during the year), in aggregate from banks & financial institutions on the basis of security of current asset; quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the company.

iii. The company has during the year, not made investments, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, clause 3(iii) of the Order is not applicable to the Company.

iv. According to the information and explanation given to us, the company has no loans, investments, guarantees or security where provisions of section 185 and 186 of the Companies Act, 2013 are to be complied with.

v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made, thereunder to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

vi. I have broadly reviewed the books of account maintained by the company pursuant to the rules prescribed by the central Government for maintenance of cost records under section 148(1) of the Act related to the products manufactured by the company and are of the opinion that, prima facie, the specified accounts and records have been made and maintained. We have not however made a detailed Examination of the same.

vii.(a) Undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other material statutory dues applicable to the Company have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us and based on the audit procedure performed by us Undisputed dues in respect of goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other statutory dues as applicable to the Company which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Name of the Statute	Provident Fund Act
Nature of The Dues	Provident Fund
Amount (Rs In Lakhs)	2,38,89,397
Period To Which the Amount Relates	November 2020-August 2022
Due Date	December 2020 Onwards

(b) The Company does not have any dues of goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues which have not been deposited on account of any dispute.

viii. The Company has not surrendered or disclosed any transaction previously unrecorded in the books of account in the tax assessments under the Income Tax Act 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

ix.(a) The Company has not defaulted in repayment of loans and borrowings or in payment of interest thereon to any lender except interest due on Debenture holders amounting to Rs.10885356/-.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) According to the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained;

(d) On an overall examination of the accompanying standalone financial statements of the Company no funds raised on short term basis have been used for long-term purposes by the Company



(e) On an overall examination of the accompanying standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. Further the Company does not have any associates or joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Further the Company does not have any associates or joint ventures.

- x.(a) The Company has not raised any money during the year by way of initial public offer or further public offer (including debt instruments) hence the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company  
 (b) The Company has made Preferential Allotment of shares under review and the requirement of section 42 of the Companies Act, 2013 have been complied with and according to information and explanations given to us, the amount raised have been used for the purposes for which the fund was raised
- xi.(a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.  
 (b) During the year no report under sub-section (12) of section 143 of the Act has been filed by cost auditor or by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.  
 (c) As represented to us by the management there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company as per the provisions of the Act. Therefore the requirement to report on clause 3(xii)(a) to (c) of the Order is not applicable to the Company.
- xiii. Transactions with the related parties are in compliance with section 177 and 188 of the Act, and all the details have been disclosed in the notes to the accompanying standalone financial statements as required by the applicable accounting standards.
- xiv.(a) The Company has an internal audit system commensurate with the size and nature of its business.  
 (b) The internal audit reports of the Company issued till the date of the audit report for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- xvi.(a) The provisions of section 45-IA Of the Reserve bank of India act 1934(2 of 1934) are not applicable to the company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.  
 (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.  
 (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.  
 (d) There is no Core Investment Company as a part of the Group hence the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses in the current year and has not incurred cash losses in the immediately preceding financial year respectively.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, the requirement to report on clause 3(xviii)(a) of the Order is not applicable to the Company.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the requirement to report on clause 3(xx) of the Order is not applicable to the Company

For Jameskutty & Associates

Ettumanoor  
10-08-2023

Chartered Accountants, Firm No:008224S  
Sd/- Jameskutty Mathew, Proprietor, M. No:205093  
UDIN:23205093BGWUDM5328



**Annexure - B to the Independent Auditor's Report of even date on the consolidated financial statements of Rashtra Deepika Limited**

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

I have audited the internal financial controls over financial reporting Rashtra Deepika Limited (the "Company") as of 31 March 2023 in conjunction with My 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 the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Act.

**Auditor's responsibility**

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my 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 Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that I 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.

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

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my 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 my opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Ettumanoor  
10-08-2023

For Jameskutty & Associates  
Chartered Accountants, Firm No:008224S  
Sd/- Jameskutty Mathew, Proprietor, M. No:205093  
UDIN:23205093BGWUDM5328



**RASHTRA DEEPIKA LIMITED**  
**P.B. NO.7, DEEPIKA BUILDING CMS COLLEGE ROAD, KOTTAYAM**  
**CONSOLIDATED BALANCE SHEET AS AT 31-03-2023**

**I. EQUITY AND LIABILITIES**

(1) Shareholder's Funds			
(a) Share Capital	3	376,809,000	365,039,000
(b) Reserves and Surplus	4	(167,426,305)	(149,713,431)
 (2) Non-Current Liabilities			
(a) Long term borrowings	5	159,616,687	183,221,797
(b) Long term provisions	6	75,543,054	68,871,751
 (3) Current Liabilities			
(a) Short Term Borrowings	7	12,75,93,617	120,872,015
(b) Trade payables	8	56,486,321	56,505,005
(c) Other current liabilities	9	177,816,188	178,364,558
(d) Short-term provisions	10	360,000	360,000
 Total		<b>806,798,562</b>	<b>823,520,695</b>

**II. Assets**

(1) Non-Current Assets			
(a) Fixed Asset			
(i) Propetry, Plant & Equipments	11	498,351,321	529,919,136
(ii) Intangible Assets	12	276,564	276,564
(b) Non Current Investments	13	18,500	18,500
(c) Long term loans and advances	14	27,396,350	27,904,729
(d) Other non-current assets	15	98,693,158	96,695,014
(2) Current assets			
(a) Inventories	16	21,712,659	11,081,588
(b) Trade receivables	17	153,379,817	145,042,521
(c) Cash and cash equivalents	18	2,660,761	8,431,506
(d) Short-term loans and advances	19	2,326,613	1,936,203
(e) Other current assets	20	1,982,819	2,214,935
 Total		<b>806,798,562</b>	<b>823,520,695</b>

Sd/-  
Dr. Francis Cleetus  
Chairman  
DIN:01803799

Sd/-  
Fr. Benny Mundanatte  
Managing Director  
DIN:06686549

As per my report of even  
date attached  
For M/s.Jameskutty &  
Associates  
Chartered Accountants  
Firm No:008224S  
Sd/- Jameskutty Mathew  
Proprietor, M. No:205093

Sd/-  
Animol P.V.  
Company Secretary  
M.No. 46983

Sd/-  
M.M. George  
C.F.O

Place : Kottayam  
Date : 08-08-2023





**RASHTRA DEEPIKA LIMITED**  
**P.B.NO.7, DEEPIKA BUILDING CMS COLLEGE ROAD, KOTTAYAM**  
**Consolidated Profit and Loss Statement for the year ended 31-03-2023**

Particulars	Notes	Current Year	Previous Year
I. Revenue from operations	22	455,119,359	375,787,673
II. Other Income	23	22,914,033	20,485,790
<b>III. Total Revenue (I +II)</b>		<b>478,033,392</b>	<b>396,273,463</b>
IV. Expenses:			
Cost of materials consumed	24	151,880,464	103,253,537
Employee Benefits	25	129,658,763	122,399,456
Financial costs	26	32,196,033	34,281,497
Depreciation and amortization expenses		12,303,210	12,299,280
Other expenses	27	164,887,967	133,597,222
<b>Total Expenses</b>		<b>490,926,437</b>	<b>405,830,992</b>
V. Profit/(Loss) before exceptional and extraordinary items and tax	(III - IV)	(12,893,045)	(9,557,529)
VI. Exceptional items		Nil	Nil
Service tax Provision Revised			
VII. Profit/(Loss) before Extraordinary Items and Tax		(12,893,045)	(9,557,529)
VIII. Extra Ordinary Items			
Profit/(Loss) on sale of Assets		17,757,454	(1,266,611)
IX. Profit/(Loss) before tax	(V - VI)	4,864,409	(10,824,140)
<b>X. Tax expense:</b>		<b>4,864,409</b>	<b>(10,824,140)</b>
<b>Total Tax Expense</b>			
XI. Profit/(Loss) for the year from continuing operations		4,864,409	(10,824,140)
<b>XII. Profit/(Loss) for the period</b>		<b>4,864,409</b>	<b>(10,824,140)</b>
XIII. Earning Per Share :		1.32	(3.02)
Basic			

Sd/-  
Dr. Francis Cleetus  
Chairman  
DIN:01803799

Sd/-  
Fr. Benny Mundanatte  
Managing Director  
DIN:06686549

As per my report of even  
date attached  
For M/s.Jameskutty &  
Associates  
Chartered Accountants  
Firm No:008224S  
Sd/- Jameskutty Mathew  
Proprietor, M. No:205093

Sd/-  
Anmol P.V.  
Company Secretary  
M.No. 46983

Sd/-  
M.M. George  
C.F.O

Place : Kottayam  
Date : 08-08-2023



## RASHTRA DEEPIKA LIMITED

P.B. NO.7, DEEPIKA BUILDING CMS COLLEGE ROAD, KOTTAYAM

### Consolidated Cash Flow Statement for the Year Ended 31-03-2023

	Current Year	Previous Year
<b>A Cash flows from operating activities</b>		
Profit before taxation	4,864,409	(10,824,140)
Adjustments for:		
Depreciation	12,303,210	12,299,280
Interest expense	32,196,033	34,281,497
Profit/ Loss on sale of Asset	(17,757,454)	1,266,611
<b>Working capital changes:</b>		
(Increase)/ Decrease in trade receivables	(8,337,296)	(10,604,700)
(Increase)/ Decrease in inventories	(10,631,071)	(3,290,773)
(Increase)/ Decrease in Other current assets	232,116	141,821
(Increase)/ Decrease in Short-term loans and advances	(390,410)	(402,245)
(Increase)/ Decrease in Other non-current assets	(1,998,144)	7,456,631
(Increase)/ Decrease in Long term loans and advances	508,379	599,450
Increase/( Decrease) in trade payables	(18,684)	(5,068,708)
Increase/( Decrease) Other current liabilities	(548,370)	(12,809,314)
Increase/( Decrease) In Long term provision	6,671,303	6,038,256
<b>Cash generated from operations</b>	<b>170,94,021</b>	<b>19,083,666</b>
<b>Net cash from operating activities- (A)</b>	<b>170,94,021</b>	<b>19,083,666</b>
<b>B Cash flows from investing activities</b>		
Purchase of Assets	(3,613,512)	(10,276,069)
Proceeds from sale of Assets	18,058,287	1,489,365
<b>Net cash used in investing activities - (B)</b>	<b>14,444,775</b>	<b>(8,786,704)</b>
<b>C Cash flows from financing activities</b>		
Issue of shares	11,770,000	6,450,000
Increase/( Decrease) in long-term borrowings	(23,605,110)	14,702,756
Increase/( Decrease) in Short- Term borrowings	6,721,602	(3,976,626)
Interest expense	(32,196,033)	(34,281,497)
<b>Net cash used in financing activities- (C)</b>	<b>(37,309,541)</b>	<b>(17,105,367)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>(5,770,745)</b>	<b>(6,808,404)</b>
<b>Cash and Bank Balances at beginning of period</b>	<b>8,431,506</b>	<b>15,239,910</b>
<b>Cash and Bank Balances at end of period</b>	<b>2,660,761</b>	<b>8,431,506</b>
<b>Closing Cash &amp; Bank Balances Includes:</b>		
Cash & Cash equivalents	455,457	1,342,497
Bank Balances	2,205,304	7,089,009
<b>Cash and Bank Balances at end of period</b>	<b>2,660,761</b>	<b>8,431,506</b>

Sd/-  
Dr. Francis Cleetus  
Chairman  
DIN: 01803799

Sd/-  
Fr. Benny Mundanatte  
Managing Director  
DIN: 06686549

As per my report of even  
date attached  
For M/s. Jameskutty &  
Associates  
Chartered Accountants  
Firm No: 008224S  
Sd/- Jameskutty Mathew  
Proprietor, M. No: 205093

Sd/-  
Animol P.V.  
Company Secretary  
M.No. 46983

Sd/-  
M.M. George  
C.F.O

Place : Kottayam  
Date : 08-08-2023



## 1. ACTIVITIES

The RASHTRA DEEPIKA Limited was incorporated on 14/08/1989. The company is primarily engaged in the business of Printing and Publishing.

## 2. ACCOUNTING POLICIES

Significant Accounting Policies

The significant Accounting Policies followed by the company are as stated below:

### General

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014 and Companies (Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

### A) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

### b) Property, plant and equipment

Property, plant and equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the fixed assets as a replacement if the recognition criteria are satisfied.

Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset. Property, plant and equipment held for sale is valued at lower of their carrying amount and net realizable value. Any write P down is recognized in the statement of profit and loss.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

### c) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred. Intangible assets are amortized on a straight line basis over the estimated useful economic life.

### Depreciation

Depreciation on property, plant and equipment has been provided on fixed assets under Straight Line Method at the rates and in the manner given under Schedule II to The Companies Act, 2013.

### Inventories and Tools & Spares

Raw materials, packing materials, consumables and stores and spares are valued at lower of cost and net realizable value. Cost of raw materials, packing materials, consumables and stores and spares is determined on a weighted average basis. Stores and spares which do not meet the definition of property, plant and equipment are accounted as inventories.

### Employee Benefits

a. Short term employee benefits such as salaries, wages, bonus and incentives which fall due within 12 months of the period in which the employee renders the related services which entitles him to avail such benefits are recognised on an undiscounted basis and charged to the profit and loss account.

b. Defined Contribution Plans - Contributions made to the Recognised Provident Fund & Employee State Insurance Corporation are expensed to the Profit & Loss Account. The Company's obligation is limited to the amount contributed by it.

c. Defined Benefit Plans - The Company has made adequate provision for Gratuity to eligible employees. The liability or gratuity is accounted on the basis of actuarial valuation done by Sri. A.K Garg (Fellowship Number 00057) KOLKATA - 700 001, WEST BENGAL INDIA,

### Taxes on Income

Taxes on Income are accounted under the Tax Effect Method in accordance with Accounting Standard 22 issued by the Institute of Chartered Accountants of India. Income tax expense comprises current tax and deferred tax charge or credit. The current tax is determined as the amount of the tax payable in respect of the estimated taxable income of the period. The deferred tax credit or charge is recognised using prevailing enacted or substantively enacted tax rates. Where there are unabsorbed depreciation or carry forward losses, deferred tax asset is recognised only if there is virtual certainty of realisation of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty



realisation in future. Deferred tax assets are reviewed at each Balance of Sheet date based on the developments during the year and available case laws, to reassess realisation/ liabilities.

#### Borrowing Costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

#### Borrowing cost capitalised during the year

Qualifying asset	- Nil
Borrowing cost capitalized	- Nil

#### Sale of goods & Space

Revenue from sale of goods and space are recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, net of returns and trade discounts. The Company collects goods and service tax (GST) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue

Revenue from job work is recognised at the completion of the agreed services

#### Impairment of Assets

The carrying amount of assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss will be recognised wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of the assets net selling price and value in use. In assessing the value in use; the estimated future cash flows are discounted to the present value using the weighted average cost of capital.

#### Revaluation of Land

Company has revalued entire land at Rs.265805105/-.

#### Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

#### 3.SHARE CAPITAL

	Current Year	Previous Year
<b>A. Authorised</b>		
5000000 Equity shares of Rs. 100 each (Previous Year 4500000 equity shares of Rs.100/- each) .	500,000,000	450,000,000
	500,000,000	450,000,000
<b>B. Issued, Subscribed and Paid-up</b>		
Issued, Subscribed and Paid-up 3768090 equity shares of Rs. 100/- each fully paid-up (Previous Year 3650390 Equity Shares of Rs.100 each)	376,809,000	365,039,000
	<b>376,809,000</b>	<b>365,039,000</b>

Reconciliation		
Details	31-03-2023	31-03-2022
No.Equity Shares at opening	3,650,390	3,585,890
Shares issued during the period	117,700	64,500
<b>No.Equity Shares at closing</b>	<b>3,768,090</b>	<b>3,650,390</b>

#### Shareholding of Promoters

Promoters	Shareholding at the beginning of the year		Shareholding at the end of the year		% change in share holding during the year
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
1. Dr. Francis Cleetus	414686	11.36%	414686	11%	0.36%
2. Mr. George Jacob	100755	2.76%	100755	2.67%	0.09%
3. Mr. Paul Pavunny Chungath	100010	2.74%	100010	2.65%	0.09%
3. Mr. Jacob Joseph Kunju	100000	2.74%	100000	2.65%	0.09%
5. Mr. Devis Edakulathur Ittoop	100000	2.74%	100000	2.65%	0.09%
6. Fr. Michael Joseph	42500	1.16%	42500	1.13%	0.03%
7. Mr. Johnny Kuruvilla	100000	2.74%	100000	2.65%	0.09%
8. Mr. Mathew Joseph Vazhappillil	0	0	100000	2.65%	2.65%
<b>Total</b>	<b>957951</b>		<b>1057951</b>		



**Shares held by shareholders holding more than 5% shares  
Equity Share Capital**

Particulars	Current Year		Previous Year	
	Number of shares	% of shareholdings	Number of shares	% of shareholding
List of significant share holders (>5%)				
Rev.Fr. MATHEW PULIMOOTTIL	645,000	17.12%	645,000	17.67%
Dr.FRANCISCLEETUS	414,686	11.01%	414,686	11.36%
Rev.Fr.JOSEPHKURINJIPARAMBIL	323,078	8.57%	323,078	8.85%
<b>4. RESERVES &amp; SURPLUS</b>	<b>Current Year</b>		<b>Previous Year</b>	
Debit Balance in Profit and Loss	<b>31/03/23</b>		<b>31/03/22</b>	
Opening Balance	(438,095,819)		(427,271,679)	
Less: Current Year Profit/(Loss)	48,64,409		(10,824,140)	
	<b>(433,231,410)</b>		<b>(438,095,819)</b>	
Land Revaluation Reverse (Not for Distribution as Dividend)	265,805,105		288,382,389	
<b>Closing Balance</b>	<b>(167,426,305)</b>		<b>(149,713,430)</b>	
<b>5. LONG-TERM BORROWINGS</b>				
Debentures	30,400,000		28,900,000	
Term Loans from Banks	129,216,687		154,321,797	
	<b>159,616,687</b>		<b>183,221,797</b>	
<b>6. LONG TERM PROVISIONS</b>				
Provision for employee benefits	75,543,054		68,871,751	
	<b>75,543,054</b>		<b>68,871,751</b>	
<b>7.SHORT TERM BORROWINGS</b>				
Loans Repayable on Demand				
1.From Banks	80,497,924		87,064,410	
2.Current Maturities of Long term Debt	22,177,170		9,589,789	
2. Other Loans & Advances:				
a.Staff ,agent and other Securities	20,844,462		20,474,834	
b. Agents &Staff Welfare Fund	4,074,061		3,742,982	
	<b>12,75,93,617</b>		<b>120,872,015</b>	
<b>8. TRADE PAYABLES</b>				
Sundry Creditors:				
- For Purchases	29,525,510		30,342,539	
- For Expenses	26,960,811		26,162,466	
	<b>56,486,321</b>		<b>56,505,005</b>	
<b>9. OTHER CURRENT LIABILITIES</b>				
1.Interest Accrued and due on borrowings	11,746,991		9,872,420	
2. Annual Subscription Received in Advance	84,003,680		84,504,522	
3. Other Liabilities	81,149,055		82,569,373	
4. TDS Payable	8,93,154		641,513	
5. Gst Payable	23,308		776,730	
	<b>17,78,16,188</b>		<b>17,83,64,558</b>	
<b>10. SHORT TERM PROVISIONS</b>				
Audit Fee Payable				
Statutory Audit	360,000		360,000	
	<b>360,000</b>		<b>360,000</b>	

**11.FIXED ASSET REGISTER FOR THE PERIOD : 2022-2023**

PROPERTY, PLANT, & EQUIPMENTS										
Items	GROSS BLOCK				Depreciation				Net Block	
	Opening as on 01-Apr-2022	Additions 2022-23	Deletions 2022-23	Gross Block as on 31-Mar-2023	up to 31-Mar-2022	For the year 2022-23	Deletions 2022-23	Up to 2022-23	As on 31-Mar-2023	As on 31-Mar-2022
LAND	2,85,43,611	-	2,56,878	2,82,86,733	-	-	-	-	2,82,86,733	2,85,43,611
LAND REVALUED	28,83,82,389	-	2,25,77,284	26,58,05,105	-	-	-	-	26,58,05,105	28,83,82,389
BUILDING	8,14,02,512	-	1,00,000	8,13,02,512	1,32,86,078	16,60,249	56,045	1,48,90,282	6,64,12,230	6,81,16,434
BUILDING WORK PROGRESS	18,03,440	-	-	18,03,440	-	-	-	-	18,03,440	18,03,440
PLANT & MACHINERY	25,32,99,965	20,43,609	-	25,53,43,574	11,87,87,209	86,63,262	-	12,74,50,471	12,78,93,103	13,45,12,756
OFFICE EQUIPMENTS	1,15,20,920	13,14,303	-	1,28,35,223	1,05,73,728	2,62,369	-	1,08,36,096	19,99,127	9,47,192
FURNITURE	1,90,56,082	46,500	-	1,91,02,582	1,45,96,896	11,45,480	-	1,57,42,377	33,60,205	44,59,185
LIBRARY	20,50,932	2,09,100	-	22,60,032	5,64,141	61,448	-	6,25,589	16,34,443	14,86,791
VEHICLE	1,08,78,736	-	-	1,08,78,736	92,11,398	5,10,403	-	97,21,800	11,56,936	16,67,338
	<b>69,69,38,586</b>	<b>36,13,512</b>	<b>2,29,34,162</b>	<b>67,76,17,936</b>	<b>16,70,19,450</b>	<b>1,23,03,210</b>	<b>56,045</b>	<b>17,92,66,615</b>	<b>49,83,51,321</b>	<b>52,99,19,136</b>
<b>12. INTANGIBLE ASSET</b>										
DEEPIKA.COM	59,42,071	-	-	59,42,071	56,65,507	-	-	56,65,507	2,76,564	2,76,564
Grand Total :	<b>70,28,80,657</b>	<b>36,13,512</b>	<b>2,29,34,162</b>	<b>68,35,60,007</b>	<b>17,26,84,958</b>	<b>1,23,03,210</b>	<b>56,045</b>	<b>18,49,32,122</b>	<b>49,86,27,885</b>	<b>53,01,95,699</b>



<b>13. NON-CURRENT INVESTMENTS</b>		
Investment in Equity Instruments	5,000	5,000
Investment in Government or Trust Securities	13,500	13,500
	<b>18,500</b>	<b>18,500</b>
<b>14. LONG TERM LOANS AND ADVANCES</b>		
1. Security Deposits with Government & Others	7,468,875	7,977,254
2. Advance to Carmel Litho Printers (P) Ltd	12,201,632	12,201,632
3. Other Receivables	7,725,843	7,725,843
	<b>27,396,350</b>	<b>27,904,729</b>
<b>15. OTHER NON CURRENT ASSETS</b>		
Long Term Trade Receivables	98,693,158	96,695,014
	<b>98,693,158</b>	<b>96,695,014</b>
<b>16. INVENTORIES:</b>		
(As taken, valued and certified by the management)		
Raw Materials	9,160,932	8,198,593
Stores & Spares	3,527,943	2,882,995
RD Books	9,023,784	NIL
	<b>21,712,659</b>	<b>11,081,588</b>
<b>17. TRADE RECEIVABLES</b>		
Outstanding for a period not exceeding six months	120,820,263	118,451,392
Outstanding for a period not exceeding One year	32,559,554	26,591,129
	<b>153,379,817</b>	<b>145,042,521</b>
<b>18. CASH AND CASH EQUIVALENTS</b>		
Balances with Banks	2,205,304	7,089,009
Cash on Hand	455,457	1,342,497
	<b>2,660,761</b>	<b>8,431,506</b>
<b>19. SHORT TERM LOANS AND ADVANCES</b>		
1. Form Suppliers/contracts	1,241,304	430,954
2. Advance to staff	1,085,309	1,505,249
	<b>2,326,613</b>	<b>1,936,203</b>
<b>20. OTHER CURRENT ASSETS</b>		
TCS	140,000	44,004
TDS	1,384,682	2,105,630
GST Inputs credit	399,137	6,301
Prepaid Rent	59,000	59,000
	<b>1,982,819</b>	<b>2,214,935</b>
<b>21. REVENUE FROM OPERATIONS</b>		
<b>SALE OF PUBLICATIONS</b>		
1. Deepika Daily	144,290,132	144,162,296
2. RD Evening Daily	10,835,100	8,663,741
3. Karshakan	1,945,890	1,571,353
4. Kuttikalutte Deepika	883,950	199,539
5. Sale Of Childrens Digest	13,403,123	881,039
6. Annual Special & R D Books	105,570	1,113,356
	<b>171,463,765</b>	<b>156,591,324</b>
<b>Advertisement Income</b>	<b>283,655,594</b>	<b>219,196,349</b>
	<b>455,119,359</b>	<b>375,787,673</b>
<b>22. OTHER INCOME</b>		
Sale of Waste	6,012,420	4,794,040
Sale of Aluminium Plate Waste	3,280,343	2,993,274
Sale of plate label (Job work)	-	683,652
Job Work	11,359,178	10,188,705
Calendar	2,053,338	1,659,330
Interest received	208,754	166,789
	<b>22,914,033</b>	<b>20,485,790</b>
<b>23. COST OF RAW MATERIALS CONSUMED</b>		
Opening Stock of Newsprint	8,198,593	4,969,105
Add : Purchases	126,895,968	91,452,821
Less : Closing Stock	9,160,932	8,198,593
	<b>125,933,629</b>	<b>88,223,333</b>
Opening Stock of Ink	1,891,701	1,785,556
Add : Purchases	8,981,704	4,301,710
Less : Closing Stock	2,539,292	1,891,701
	<b>8,334,113</b>	<b>4,195,565</b>
Opening Stock Other stores	991,294	1,036,154
Add : Purchases	17,610,079	10,789,779
Less : Closing Stock	988,651	991,294
	<b>17,612,722</b>	<b>10,834,639</b>
	<b>151,880,464</b>	<b>103,253,537</b>



**24. EMPLOYEE BENEFITS EXPENSES**

1. Salaries & Allowances	110,923,589	109,589,770
2. Contribution to PF& Other funds	10,917,512	10,895,088
3. Current Year Gratuity Provision	7,817,662	1,914,598
	<b>129,658,763</b>	<b>122,399,456</b>

**25. FINANCIAL COSTS**

1. Interest on Other Bank Borrowings (OD)	9,971,705	11,998,704
2. Bank charges	852,466	763,462
3. Other Interests (Term Loan)	19,019,075	18,788,153
4. Interest on Debentures	2,352,787	2,731,178
	<b>32,196,033</b>	<b>34,281,497</b>

**26. OTHER EXPENSES**

A. Payments to the Auditor as Statutory Audit	400,000	400,000
	<b>400,000</b>	<b>400,000</b>

**B. PRODUCTION EXPENSES**

1. Power , Fuel & Water	9,107,521	7,725,272
2. Printing Charges paid	10,349,652	13,595,974
3. Reporting Expenses	16,124,893	15,169,472
4. Sub-Office Expenses	3,584,996	3,198,391
5. Telephone, hotline, Internet & Fax Expenses	1,256,278	1,058,662
6. Repairs & Maintenance of Machinery	2,422,011	1,712,136
7. Production Expenses of Publications	7,874,149	7,002,306
8. Leased Line Charges	699,353	686,476
9. Tools & Spares consumed	270,676	108,595
10. Software Expenses	1,780,756	1,191,500
11. Web Site Maintenance	2,034,755	1,564,639
	<b>55,505,040</b>	<b>53,013,423</b>

**C. ADMINISTRATIVE EXPENSES**

1. Rates and Taxes	856,121	703,406
2. Insurance	284,750	438,358
3. Printing & Stationary	1,311,122	1,094,810
4. Repairs & Maintenance	861,334	555,011
5. Maintenance of Vehicles	2,800,504	1,827,476
6. Travelling Expenses	561,027	459,269
7. Rent	2,296,853	2,237,312
8. Subscription Charges	270,971	264,379
9. Postage	880,947	584,032
10. Legal & Professional Charges	572,716	969,366
11. General Expenses	1,386,160	801,504
12. Administrative Expenses	28,664,488	23,417,863
	<b>40,746,993</b>	<b>33,352,786</b>

**D. SELLING & DISTRIBUTION EXPENSES**

1. Business Development Expenses	473,933	90,508
2. Cost of Daily given to Advance Subscribers	750,172	1,043,892
3. Distribution Expenses	33,222,418	29,576,678
4. Circulation & related expenses	7,205,355	5,696,661
5. Advertisement & related expenses	25,089,925	8,403,119
6. Bad debts written off	1,494,131	2,020,155
	<b>68,235,934</b>	<b>46,831,013</b>

**GRAND TOTAL**

<b>164,887,967</b>	<b>133,597,222</b>
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Sd/-  
Dr. Francis Cleetus  
Chairman  
DIN:01803799

Sd/-  
Fr. Benny Mundanatte  
Managing Director  
DIN:06686549

As per my report of even  
date attached  
For M/s. Jameskutty &  
Associates  
Chartered Accountants  
Firm No:008224S  
Sd/- Jameskutty Mathew  
Proprietor, M. No:205093

Sd/-  
Animol P.V.  
Company Secretary  
M.No. 46983

Sd/-  
M.M. George  
C.F.O

Place : Kottayam  
Date : 08-08-2023



## INDEPENDENT AUDITORS' REPORT

### To the Members of Rashtra Deepika Limited

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

I have audited the financial statements of Rashtra Deepika Limited (the "Company"), which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and, a summary of the significant accounting policies and other explanatory information.

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31 March 2023, its profit, and its cash flows for the year ended on that date.

#### Basis for Opinion

I conducted my audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. My responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am 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 my audit of the financial statements under the provisions of the Act and the rules there under, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

#### Other Information

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

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

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work I have performed, I conclude that there is a material misstatement of this other information; I am required reporting that fact. I have nothing to report in this regard.

#### Management's Responsibility

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, 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.

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

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

My objectives is 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 my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- ♦ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my 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 Act, I am also responsible for expressing my opinion on whether the Company has adequate internal financial controls with reference to financial statements 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements, or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I 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 I identify during my audit.

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

#### Other Matter

The company has no branches to be included in the consolidated financial statements, which has been audited by other person other than me.

#### 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 in terms of section 143(11) of the Act, I give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143(3) of the Act, I report that:
  - a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
  - b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
  - c) The Balance Sheet, the statement of profit and loss and statement of cash flow dealt with by this Report are in agreement with the books of account.
  - d) In my opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2023 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - g) In my opinion and according to the information and explanations given to me, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act read with schedule V to the act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigation on its financial position in its financial statement –refer note 13 to financial statement
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company

Ettumanoor  
10-08-2023

For Jameskutty & Associates  
Chartered Accountants, Firm No:008224S  
Sd/- Jameskutty Mathew, Proprietor, M. No:205093  
23205093BGWUDN6828



## Annexure A to the Independent Auditor's Report of even date on the financial statements of Rashtra Deepika Limited

The Annexure referred to in the Independent Auditor's Report to the members of Rashtra Deepika Limited (the "Company") on the financial statements for the year ended 31st March 2023, I report that:

- i.(a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property plant and equipment.
  - (B) The Company has maintained proper record showing full particulars of intangible assets
  - (b) Property plant and equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification.
  - (c) The title deeds of all the immovable properties are held in the name of the Company.
  - (d) The Company has not revalued its property plant and equipment or intangible assets during the year ended March 31 2023
  - (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act 1988 and rules made thereunder.
- ii.(a) The inventory has been physically verified by the management during the Year. In our opinion the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed on such physical verification and confirmation.
  - (b) The Company has been sanctioned working capital limits in excess of five crore rupees (at any point of time during the year), in aggregate, from banks or financial institutions on the basis of security of current assets; quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company;
- iii. The Company has during the year, not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of clauses 3(iii) of the Order are not applicable.
- iv. According to the information and explanation given to us, the Company has no loans, investments, guarantees or security where provisions of section 185 and 186 of the Companies Act, 2013 are to be complied with
- v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made, thereunder to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. I have broadly reviewed the books of account maintained by the company pursuant to the rules prescribed by the central Government for maintenance of cost records under section 148(1) of the Act related to the products manufactured by the company and are of the opinion that, prima facie, the specified accounts and records have been made and maintained. We have not however made a detailed Examination of the same.
- vii.(a) Undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income-tax, duty of customs cess and other material statutory dues applicable to the Company have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us and based on the audit procedure performed by us Undisputed dues in respect of goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other statutory dues as applicable to the Company which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:
 

Name of the Statute	Provident Fund Act
Nature of The Dues	Provident Fund
Amount(Rs In Lakhs)	2,38,89,397
Period To Which the Amount Relates	November 2020-August 2022
Due Date	December 2020 Onwards

  - (b) The Company does not have any dues of goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues which have not been deposited on account of any dispute
- viii. The Company has not surrendered or disclosed any transaction previously unrecorded in the books of account in the tax assessments under the Income Tax Act 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- ix.(a) The Company has not defaulted in repayment of loans and borrowings or in payment of interest thereon to any lender except interest due on Debenture holders amounting to Rs.10885356/-
  - (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
  - (c) According to the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained.



(d) On an overall examination of the accompanying standalone financial statements of the Company no funds raised on short term basis have been used for long-term purposes by the Company

(e) On an overall examination of the accompanying standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. Further the Company does not have any associates or joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Further the Company does not have any associates or joint ventures.

x.(a) The Company has not raised any money during the year by way of initial public offer or further public offer (including debt instruments) hence the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company  
(b) The Company has made Preferential Allotment of shares under review and the requirement of section 42 of the Companies Act, 2013 have been complied with and according to information and explanations given to us, the amount raised have been used for the purposes for which the fund was raised

x.(a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.  
(b) During the year no report under sub-section (12) of section 143 of the Act has been filed by cost auditor or by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.  
(c) As represented to us by the management there are no whistle blower complaints received by the Company during the year.

xii. The Company is not a Nidhi Company as per the provisions of the Act. Therefore the requirement to report on clause 3(xii)(a) to (c) of the Order is not applicable to the Company.

xiii. Transactions with the related parties are in compliance with section 177 and 188 of the Act, and all the details have been disclosed in the notes to the accompanying standalone financial statements as required by the applicable accounting standards.

xiv.(a) The Company has an internal audit system commensurate with the size and nature of its business.  
(b) The internal audit reports of the Company issued till the date of the audit report for the period under audit have been considered by us.

xv. The Company has not entered into any non-cash transactions with directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

xvi.(a) The provisions of section 45-IA Of the Reserve bank of India act 1934(2 of 1934) are not applicable to the company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.  
(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.  
(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.  
(d) There is no Core Investment Company as a part of the Group hence the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

xvii. The Company has not incurred cash losses in the current year and has not incurred cash losses in the immediately preceding financial year respectively.

xviii. There has been no resignation of the statutory auditors during the year. Accordingly, the requirement to report on clause 3(xviii)(a) of the Order is not applicable to the Company.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

xx. The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the requirement to report on clause 3(xx) of the Order is not applicable to the Company



## **Annexure - B to the Independent Auditor's Report of even date on the financial statements of Rashtra Deepika Limited**

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

I have audited the internal financial controls over financial reporting Rashtra Deepika Limited (the "Company") as of 31 March 2023 in conjunction with My 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 the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Act.

### **Auditor's responsibility**

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my 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 Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that I 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.

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

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my 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 my opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Ettumanoor  
10-08-2023

For Jameskutty & Associates  
Chartered Accountants, Firm No:008224S  
Sd/- Jameskutty Mathew, Proprietor, M. No:205093  
23205093BGWUDN6828





**RASHTRA DEEPIKA LIMITED**  
P.B. NO.7, DEEPIKA BUILDING CMS COLLEGE ROAD, KOTTAYAM

**BALANCE SHEET AS AT 31-03-2023**

**I. EQUITY AND LIABILITIES**

Particulars	Notes	Current Year	Previous Year
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	3	376,809,000	365,039,000
(b) Reserves and Surplus	4	(142,671,910)	(124,969,036)
<b>(2) Non-Current Liabilities</b>			
(a) Long term borrowings	5	159,616,687	183,221,797
(b) Long term provisions	6	75,543,054	68,871,751
<b>(3) Current Liabilities</b>			
(a) Short Term Borrowings	7	127,593,617	120,872,015
(b) Trade payables	8	56,426,321	56,455,005
(c) Other current liabilities	9	177,816,188	178,364,558
(d) Short-term provisions	10	360,000	360,000
<b>Total</b>		<b>831,492,957</b>	<b>848,215,090</b>

**II. Assets**

**(1) Non-Current Assets**

(a) Fixed Asset			
(i) Propetry, Plant & Equipments	11	498,351,321	529,919,135
(ii) Intangible Assets	12	276,564	276,564
(b) Non Current Investments	13	5,018,500	5,018,500
(c) Long term loans and advances	14	27,396,350	27,904,729
(d) Other non-current assets	15	118,387,553	116,389,409

**(2) Current assets**

(a) Inventories	16	21,712,659	11,081,588
(b) Trade receivables	17	153,379,817	145,042,521
(c) Cash and cash equivalents	18	2,660,761	8,431,506
(d) Short-term loans and advances	19	2,326,613	1,936,203
(e) Other current assets	20	1,982,819	2,214,935

**Total**

**831,492,957**

**848,215,090**

Sd/-  
Dr. Francis Cleetus  
Chairman  
DIN: 01803799

Sd/-  
Fr. Benny Mundanatte  
Managing Director  
DIN: 06686549

As per my report of even  
date attached  
For M/s. Jameskutty &  
Associates  
Chartered Accountants  
Firm No: 008224S  
Sd/- Jameskutty Mathew  
Proprietor, M. No: 205093

Sd/-  
Animol P.V.  
Company Secretary  
M.No. 46983

Sd/-  
M.M. George  
C.F.O

Place : Kottayam  
Date : 08-08-2023



**RASHTRA DEEPIKA LIMITED**  
P.B. NO.7, DEEPIKA BUILDING CMS COLLEGE ROAD, KOTTAYAM

**Profit and Loss Statement for the year ended 31-03-2023**

Particulars	Notes	Current Year	Previous Year
I. Revenue from operations	21	455,119,359	375,787,673
II. Other Income	22	22,914,033	20,485,790
<b>III. Total Revenue (I +II)</b>		<b>478,033,392</b>	<b>396,273,463</b>
IV. Expenses:			
Cost of materials consumed	23	151,880,464	103,253,537
Employee Benefits	24	129,658,763	122,399,456
Financial costs	25	32,196,033	34,281,497
Depreciation and amortization expenses		12,303,210	12,299,280
Other expenses	26	164,877,967	133,587,222
<b>Total Expenses</b>		<b>490,916,437</b>	<b>405,820,992</b>
V. Profit/(Loss) before exceptional and extraordinary items and tax	(III - IV)	(12,883,045)	(9,547,529)
VI. Exceptional items		Nil	Nil
VII. Profit/(Loss) before Extraordinary Items and Tax		(12,883,045)	(9,547,529)
VIII. Extra Ordinary Items Profit /(Loss) on sale of Assets		17,757,454	(1,266,611)
IX. Profit/(Loss) before tax	(V - VI)	<b>4,874,409</b>	<b>(10,814,140)</b>
X. Tax expense:			
<b>Total Tax Expense</b>			
XI. Profit(Loss) for the year from continuing operations		<b>4,874,409</b>	(10,814,140)
XII. Profit/(Loss) for the period		<b>4,874,409</b>	<b>(10,814,140)</b>
XIII. Earning Per Share :		1.32	(3.02)

Basic

Sd/-  
Dr. Francis Cleetus  
Chairman  
DIN: 01803799

Sd/-  
Fr. Benny Mundanatte  
Managing Director  
DIN: 06686549

As per my report of even  
date attached  
For M/s. Jameskutty &  
Associates  
Chartered Accountants  
Firm No: 008224S  
Sd/- Jameskutty Mathew  
Proprietor, M. No: 205093

Sd/-  
Animol P.V.  
Company Secretary  
M.No. 46983

Sd/-  
M.M. George  
C.F.O

Place : Kottayam  
Date : 08-08-2023



**RASHTRA DEEPIKA LIMITED**  
**P.B. NO.7, DEEPIKA BUILDING CMS COLLEGE ROAD, KOTTAYAM**  
**Cash Flow Statement**  
**For the Year Ended 31-03-2023**

	Current Year	Previous Year
<b>A Cash flows from operating activities</b>		
Profit/ (Loss) before taxation	4,874,409	(10,814,140)
Adjustments for:		
Depreciation	12,303,210	12,299,280
Finance cost	32,196,033	34,281,497
(Profit)/Loss on sale of Asset	(17,757,454)	1,266,611
Land Revaluation reserve	-	
<b>Working capital changes:</b>		
(Increase)/Decrease in trade receivables	(8,337,296)	(10,604,700)
(Increase)/Decrease in inventories	(10,631,071)	(3,290,773)
(Increase)/ Decrease in Other current assets	232,116	141,821
(Increase)/ Decrease in Short-term loans and advances	(390,410)	(402,245)
(Increase)/ Decrease in Other non-current assets	(1,998,144)	7,456,631
(Increase)/ Decrease in Long term loans and advances	508,379	599,450
Increase/(Decrease) in trade payables	(28,684)	(5,078,708)
Increase/(Decrease) in Other current liabilities	(548,370)	(12,809,314)
Increase/(Decrease) in Long term provision	6,671,303	6,038,256
<b>Cash generated from operations</b>	<b>17,094,021</b>	<b>19,083,666</b>
<b>Net cash from operating activities- (A)</b>	<b>17,094,021</b>	<b>19,083,666</b>
<b>B Cash flows from investing activities</b>		
Purchase of Assets	(3,613,512)	(10,276,069)
Proceeds from sale of Assets	18,058,286	1,489,365
<b>Net cash used in investing activities - (B)</b>	<b>14,444,774</b>	<b>(8,786,704)</b>
<b>C Cash flows from financing activities</b>		
Issue of shares	11,770,000	6,450,000
Decrease /Increase in long-term borrowings	(23,605,110)	14,702,756
Increase/( Decrease) in Short- Term borrowings	67,21,602	(3,976,626)
Finance cost	(32,196,033)	(34,281,497)
<b>Net cash from financing activities- (.C)</b>	<b>(37,309,541)</b>	<b>(17,105,367)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>(5,770,746)</b>	<b>(6,808,404)</b>
<b>Cash and Bank Balances at beginning of period</b>	<b>8,431,506</b>	<b>15,239,910</b>
<b>Cash and Bank Balances at end of period</b>	<b>2,660,761</b>	<b>8,431,506</b>
<b>Closing Cash &amp; Bank Balances Includes:</b>		
Cash & Cash equivalents	455,457	1,342,497
Bank Balances	2,205,304	7,089,009
	<b>2,660,761</b>	<b>8,431,506</b>

Sd/-  
Dr. Francis Cleetus  
Chairman  
DIN:01803799

Sd/-  
Fr. Benny Mundanatte  
Managing Director  
DIN:06686549

As per my report of even  
date attached  
For M/s.Jameskutty &  
Associates  
Chartered Accountants  
Firm No:008224S  
Sd/- Jameskutty Mathew  
Proprietor, M. No:205093

Sd/-  
Anmol P.V.  
Company Secretary  
M.No. 46983

Sd/-  
M.M. George  
C.F.O

Place : Kottayam  
Date : 08-08-2023



## NOTES TO FINANCIAL STATEMENTS

### 1. ACTIVITIES

The RASHTRA DEEPIKA Limited was incorporated on 14/08/1989. The company is primarily engaged in the business of Printing and Publishing.

### 2. ACCOUNTING POLICIES

#### Significant Accounting Policies

The significant Accounting Policies followed by the company are as stated below:

#### General

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014 and Companies (Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

#### A) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

#### b) Property, plant and equipment

Property, plant and equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the fixed assets as a replacement if the recognition criteria are satisfied.

Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset. Property, plant and equipment held for sale is valued at lower of their carrying amount and net realizable value. Any write down is recognized in the statement of profit and loss.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

#### c) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred. Intangible assets are amortized on a straight line basis over the estimated useful economic life.

#### Depreciation

Depreciation on property, plant and equipment has been provided on fixed assets under Straight Line Method at the rates and in the manner given under Schedule II to The Companies Act, 2013.

#### Inventories and Tools & Spares

Raw materials, packing materials, consumables and stores and spares are valued at lower of cost and net realizable value. Cost of raw materials, packing materials, consumables and stores and spares is determined on a weighted average basis. Stores and spares which do not meet the definition of property, plant and equipment are accounted as inventories.

#### Employee Benefits

a. Short term employee benefits such as salaries, wages, bonus and incentives which fall due within 12 months of the period in which the employee renders the related services which entitles him to avail such benefits are recognised on an undiscounted basis and charged to the profit and loss account.

b. Defined Contribution Plans - Contributions made to the Recognised Provident Fund & Employee State Insurance Corporation are expensed to the Profit & Loss Account. The Company's obligation is limited to the amount contributed by it.

c. Defined Benefit Plans - The Company has made adequate provision for Gratuity to eligible employees. The liability or gratuity is accounted on the basis of actuarial valuation done by Sri. A.K Garg (Fellowship Number 00057) KOLKATA - 700 001, WEST BENGAL INDIA,

#### Taxes on Income

Taxes on Income are accounted under the Tax Effect Method in accordance with Accounting Standard 22 issued by the Institute of Chartered Accountants of India. Income tax expense comprises current tax and deferred tax charge or credit. The current tax is determined as the amount of the tax payable in respect of the estimated taxable income of the period. The deferred tax credit or charge is recognised using prevailing enacted or substantively enacted tax rates. Where



there are unabsorbed depreciation or carry forward losses, deferred tax asset is recognised only if there is virtual certainty of realisation of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty realisation in future. Deferred tax assets are reviewed at each Balance of Sheet date based on the developments during the year and available case laws, to reassess realisation/ liabilities.

#### Borrowing Costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

#### Borrowing cost capitalised during the year

Qualifying asset	- Nil
Borrowing cost capitalized	- Nil

#### Sale of goods & Space

Revenue from sale of goods and space are recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, net of returns and trade discounts. The Company collects goods and service tax (GST) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue

Revenue from job work is recognised at the completion of the agreed services

#### Impairment of Assets

The carrying amount of assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss will be recognised wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of the assets net selling price and value in use. In assessing the value in use; the estimated future cash flows are discounted to the present value using the weighted average cost of capital.

#### Revaluation of Land

Company has revalued entire land at Rs.265805105/-

#### Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

### 3.SHARE CAPITAL

#### A. Authorised

5000000 Equity shares of Rs. 100 each  
(P Y :4500000 equity shares of Rs.100/- each)

Current Year	Previous Year
31-03-23	31-03-22

<b>500,000,000</b>	<b>450,000,000</b>
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#### B. Issued, Subscribed and Paid-up

**Paid up Capital**  
3768090 equity shares of Rs. 100/- each fully paid-up  
(Previous Year 3650390 Equity Shares of Rs.100 each)

376,809,000	365,039,000
-------------	-------------

<b>376,809,000</b>	<b>365,039,000</b>
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Reconciliation		
Details	31-03-2023	31-03-2022
No.Equity Shares at opening	3,650,390	3,585,890
Shares issued during the period	117,700	64,500
<b>No.Equity Shares at closing</b>	<b>3,768,090</b>	<b>3,650,390</b>

#### Shareholding of Promoters

Promoters	Shareholding at the beginning of the year		Shareholding at the end of the year		% change in share holding during the year
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
1. Dr. Francis Cleetus	414686	11.36%	414686	11%	0.36%
2. Mr. George Jacob	100755	2.76%	100755	2.67%	0.09%
3. Mr. Paul Pavunny Chungath	100010	2.74%	100010	2.65%	0.09%
3. Mr. Jacob Joseph Kunju	100000	2.74%	100000	2.65%	0.09%
5. Mr. Devis Edakulathur Ittoop	100000	2.74%	100000	2.65%	0.09%
6. Fr. Michael Joseph	42500	1.16%	42500	1.13%	0.03%
7. Mr. Johnny Kuruvilla	100000	2.74%	100000	2.65%	0.09%
8. Mr. Mathew Joseph Vazhappillil	0	0	100000	2.65%	2.65%
<b>Total</b>	<b>957951</b>		<b>1057951</b>		



### Shares held by shareholders holding more than 5% shares Equity Share Capital

Particulars	Current Year		Previous Year	
	Number of shares	% of share holding	Number of shares	% of share holding
List of significant share holders (>5%)				
Rev.Fr. MATHEW PULIMOOTTIL	645,000	17.12%	645,000	17.67%
Dr.FRANCISCLEETUS	414,686	11.01%	414,686	11.36%
Rev.Fr.JOSEPHKURINJIPARAMBIL	323,078	8.57%	323,078	8.85%

#### 4. RESERVES & SURPLUS

	Current Year	Previous Year
Debit Balance in Profit and Loss		
Opening Balance	(413,351,424)	(402,537,285)
Less: Current Year Profit/(Loss)	4,874,409	(10,814,140)
	<b>(408,477,015)</b>	<b>(413,351,425)</b>
Land Revaluation Reverse (Not for Distribution as Dividend)	265,805,105	288,382,389
Closing Balance	<b>(142,671,910)</b>	<b>(124,969,036)</b>

#### 5. LONG-TERM BORROWINGS

	Current Year	Previous Year
Debentures	30,400,000	28,900,000
Term Loans from Banks	129,216,687	154,321,797
	<b>159,616,687</b>	<b>183,221,797</b>

#### 6. LONG TERM PROVISIONS

	Current Year	Previous Year
Provision for employee benefits	75,543,054	68,871,751
	<b>75,543,054</b>	<b>68,871,751</b>

#### 7.SHORT TERM BORROWINGS

	Current Year	Previous Year
1. Loans Repayable on Demand From Banks	80,497,924	87,064,410
2. Current Maturities of Long term Debt	22,177,170	9,589,789
3. Other Loans & Advances:		
a. Staff ,agent and other Securities	20,844,462	20,474,834
b. Agents & Staff Welfare Fund	4,074,061	3,742,982
	<b>12,75,93,617</b>	<b>12,08,72,015</b>

#### 8. TRADE PAYABLES

	Current Year	Previous Year
Sundry Creditors:		
- For Purchases	29,525,510	30,342,539
- For Expenses	26,900,811	26,112,466
	<b>56,426,321</b>	<b>56,455,005</b>

#### 9. OTHER CURRENT LIABILITIES

	Current Year	Previous Year
1. Interest Accrued and due on borrowings	11,746,991	9,872,420
2. Annual Subscription Received in Advance	84,003,680	84,504,522
3. Other Liabilities	81,149,055	82,569,373
4. TDS Payable	893,154	641,513
5. Gst Payable	23,308	776,730
	<b>177,816,188</b>	<b>178,364,558</b>

#### 10. SHORT TERM PROVISIONS

	Current Year	Previous Year
Audit Fee Payable	360,000	360,000
Statutory Audit	360,000	360,000

#### 11.FIXED ASSET REGISTER FOR THE PERIOD : 2022-2023

PROPERTY, PLANT,&EQUIPMENTS										
Items	GROSS BLOCK				Depreciation				Net Block	
	Opening as on 01-Apr-2022	Additions 2022-23	Deletions 2022-23	Gross Block as on 31-Mar-2023	up to 31-Mar-2022	For the year 2022-2023	Deletions 2022-23	Up to 2022-23	As on 31-Mar-2023	As on 31-Mar-2022
LAND	2,85,43,611	-	2,56,878	2,82,86,733	-	-	-	-	2,82,86,733	2,85,43,611
LAND REVALUED	28,83,82,389	-	2,25,77,284	26,58,05,105	-	-	-	-	26,58,05,105	28,83,82,389
BUILDING	8,14,02,512	-	1,00,000	8,13,02,512	1,32,86,078	16,60,249	56,045	1,48,90,282	6,64,12,230	6,81,16,434
BUILDING WORK PROGRESS	18,03,440	-	-	18,03,440	-	-	-	-	18,03,440	18,03,440
PLANT & MACHINERY	25,32,99,965	20,43,609	-	25,53,43,574	11,87,87,209	86,63,262	-	12,74,50,471	12,78,93,103	13,45,12,756
OFFICE EQUIPMENTS	1,15,20,920	13,14,303	-	1,28,35,223	1,05,73,728	2,62,369	-	1,08,36,096	19,99,127	9,47,192
FURNITURE	1,90,56,082	46,500	-	1,91,02,582	1,45,96,896	11,45,480	-	1,57,42,377	33,60,205	44,59,185
LIBRARY	20,50,932	2,09,100	-	22,60,032	5,64,141	61,448	-	6,25,589	16,34,443	14,86,791
VEHICLE	1,08,78,736	-	-	1,08,78,736	92,11,398	5,10,403	-	97,21,800	11,56,936	16,67,338
	<b>69,69,38,586</b>	<b>36,13,512</b>	<b>2,29,34,162</b>	<b>67,76,17,936</b>	<b>16,70,19,450</b>	<b>1,23,03,210</b>	<b>56,045</b>	<b>17,92,66,615</b>	<b>49,83,51,321</b>	<b>52,99,19,136</b>
<b>12. INTANGIBLE ASSET</b>										
DEEPIKA.COM	59,42,071	-	-	59,42,071	56,65,507	-	-	56,65,507	2,76,564	2,76,564
Grand Total :	<b>70,28,80,657</b>	<b>36,13,512</b>	<b>2,29,34,162</b>	<b>68,35,60,007</b>	<b>17,26,84,958</b>	<b>1,23,03,210</b>	<b>56,045</b>	<b>18,49,32,122</b>	<b>49,86,27,885</b>	<b>53,01,95,699</b>



**13. NON-CURRENT INVESTMENTS**

Investment in Equity Instruments	5,000	5,000
Investment in Government or Trust Securities	13,500	13,500
Investment in Subsidiary Company(RDNC)	5,000,000	5,000,000
	<b>5,018,500</b>	<b>5,018,500</b>

**14. LONG TERM LOANS AND ADVANCES**

1. Security Deposits with Government & Others	7,468,875	7,977,254
2. Advance to Carmel Litho Printers (P) Ltd	12,201,632	12,201,632
3. Other Receivables	7,725,843	7,725,843
	<b>27,396,350</b>	<b>27,904,729</b>

**15. OTHER NON CURRENT ASSETS**

Long Term Trade Receivables	98,693,158	96,695,014
Rashtra Deepika News Corporation Pvt.Ltd exceeding six month	19,694,395	19,694,395
	<b>118,387,553</b>	<b>116,389,409</b>

**16. INVENTORIES : (As taken, valued and certified by the management)**

Raw Materials	9,160,932	8,198,593
Stores & Spares	3,527,943	2,882,995
RD Books	9,023,784	NIL
	<b>21,712,659</b>	<b>11,081,588</b>

**17. TRADE RECEIVABLES**

Outstanding for a period not exceeding six months	120,820,263	118,451,392
Outstanding for a period not exceeding One year	32,559,554	26,591,129
	<b>153,379,817</b>	<b>145,042,521</b>

**18. CASH AND CASH EQUIVALENTS**

Balances with Banks	2,205,304	7,089,009
Cash on Hand	455,457	1,342,497
	<b>2,660,761</b>	<b>8,431,506</b>

**19. SHORT TERM LOANS AND ADVANCES**

Loans and advances to Related parties		
1. Suppliers/contracts	1,241,304	430,954
2. Advance to staff	1,085,309	1,505,249
	<b>2,326,613</b>	<b>1,936,203</b>

**20. OTHER CURRENT ASSETS**

TCS	140,000	44,004
TDS	1,384,682	2,105,630
GST Inputs Credit	399,137	6,301
Prepaid Rent	59,000	59,000
	<b>1,982,819</b>	<b>2,214,935</b>

**21. REVENUE FROM OPERATIONS**

<b>SALE OF PUBLICATIONS</b>		
1. Deepika Daily	144,290,132	144,162,296
2. RD Evening Daily	10,835,100	8,663,741
3. Karshakan	1,945,890	1,571,353
4. Kuttikalutte Deepika	883,950	199,539
5. Sale Of Childrens Digest	13,403,123	881,039
6. Annual Special & R D Books	105,570	1,113,356
	<b>171,463,765</b>	<b>156,591,324</b>

**Advertisement Income****283,655,594****219,196,349****22. OTHER INCOME**

Sale of Waste	6,012,420	4,794,040
Sale of Aluminium Plate Waste	3,280,343	2,993,274
Sale of plate label (Job work)	-	683,652
Job Work	11,359,178	10,188,705
Calendar	2,053,338	1,659,330
Interest Received	208,754	166,789
	<b>22,914,033</b>	<b>20,485,790</b>

**23. COST OF RAW MATERIALS CONSUMED**

Opening Stock of Newsprint	8,198,593	4,969,105
Add : Purchases	126,895,968	91,452,821
Less : Closing Stock	9,160,932	8,198,593
	<b>125,933,629</b>	<b>88,223,333</b>
Opening Stock of Ink	1,891,701	1,785,556
Add : Purchases	8,981,704	4,301,710
Less : Closing Stock	2,539,292	1,891,701
	<b>8,334,113</b>	<b>4,195,565</b>



Opening Stock Other stores	991,294	1,036,154
Add : Purchases	17,610,079	10,789,779
Less : Closing Stock	988,651	991,294
	<b>17,612,722</b>	<b>10,834,639</b>
	<b>151,880,464</b>	<b>103,253,537</b>
<b>24. EMPLOYEE BENEFITS EXPENSES</b>		
1. Salaries & Allowances	110,923,589	109,589,770
2. Cotnribution to PF& Other funds	10,917,512	10,895,088
3. Current Year Gratuity Provision	7,817,662	1,914,598
	<b>129,658,763</b>	<b>122,399,456</b>
<b>25. FINANCIAL COSTS</b>		
1. Interest on Other Bank Borrowings (OD)	9,971,705	11,998,704
2. Bank charges	852,466	763,462
3. Other Interests (Term Loan)	19,019,075	18,788,153
4. Interest on Debentures	2,352,787	2,731,178
	<b>32,196,033</b>	<b>34,281,497</b>
<b>26. OTHER EXPENSES</b>		
A. Payments to the Auditor as Statutory Audit	400,000	400,000
	<b>400,000</b>	<b>400,000</b>
<b>B. PRODUCTION EXPENSES</b>		
1. Power , Fuel & Water	9,107,521	7,725,272
2. Printing Charges	10,349,652	13,595,974
3. Reporting Expenses	16,124,893	15,169,472
4. Sub-Office Expenses	3,584,996	3,198,391
5. Telephone, Internet & Fax Expenses	1,256,278	1,058,662
6. Repairs & Maintenance of Machinery	2,422,011	1,712,136
7. Production Expenses of Publications	7,874,149	7,002,306
8. Leased Line Charges	699,353	686,476
9. Tools & Spares consumed	270,676	108,595
10. Software Expenses	1,780,756	1,191,500
11. Web Site Maintenance	2,034,755	1,564,639
	<b>55,505,040</b>	<b>53,013,423</b>
<b>C. ADMINISTRATIVE EXPENSES</b>		
1. Rates and Taxes	856,121	703,406
2. Insurance	284,750	438,358
3. Printing & Stationary	1,311,122	1,094,810
4. Repairs & Maintenance	861,334	555,011
5. Maintanance of Vehicles	2,800,504	1,827,476
6. Travelling Expenses	561,027	459,269
7. Rent	2,296,853	2,237,312
8. Subscription Charges	270,971	264,379
9. Postage	880,947	584,032
10. Legal & Professional Charges	572,716	969,366
11. General Expenses	1,376,160	791,504
12. Administrative Expenses	28,664,488	23,417,863
	<b>40,736,993</b>	<b>33,342,786</b>
<b>D. SELLING &amp; DISTRIBUTION EXPENSES</b>		
1. Business Development Expenses	473,933	90,508
2. Cost of Daily given to Advance Subscribers	750,172	1,043,892
3. Distribution Expenses	33,222,418	29,576,678
4. Circulation & related expenses	7,205,355	5,696,661
5. Advertisement & related expenses	25,089,925	8,403,119
6. Bad debts written off	1,494,131	2,020,155
	<b>68,235,934</b>	<b>46,831,013</b>
	<b>164,877,967</b>	<b>133,587,222</b>

Sd/-  
Dr. Francis Cleetus  
Chairman  
DIN: 01803799

Sd/-  
Fr. Benny Mundanatte  
Managing Director  
DIN: 06686549

As per my report of even  
date attached  
For M/s. Jameskutty &  
Associates  
Chartered Accountants  
Firm No: 008224S  
Sd/- Jameskutty Mathew  
Proprietor, M. No: 205093

Sd/-  
Animol P.V.  
Company Secretary  
M.No. 46983

Sd/-  
M.M. George  
C.F.O

Place : Kottayam  
Date : 08-08-2023



27. In the opinion of the management, the current assets, loans and advances shall realise the value as shown in the balance sheet, if realised in the normal course of business.

28. Balance of sundry debtors, creditors, fixed deposits & loans and advances are subject to confirmation/reconciliation.

#### 29. RELATED PARTY DISCLOSURES

1. Name of the related party and nature of relationship - Rashtra Deepika News Corporation ( P) Ltd,  
100% Subsidiary Company

List of the companies in which one of the director has significant influence - Nil

Key Management Personnel - Nil, Relative of Key Management Personnel - Nil

Transactions with related parties as per the books of account during the year ended

	31-3-2023	31-3-2022
Amount Outstanding	1,96,94,395	1,96,94,395
List of the companies in which one of the directors has significant influence		
Total value of transactions is Rs.Nil (Previous year Rs. Nil)		

The related party was printing and publishing 'Rashtra Deepika Eveninger'. No amount has been written off or written back in this period in respect of debts due from the related party.

2. Deepika Chidrens League- It is a Trust, where the Managing Director of the Company is the Managing Trustee

Transactions with related parties as per the books of account during the year ended

	31-3-2023	31-3-2022
Amount Receivable as at	34,14,388	28,59,677

Total value of transactions is Rs. 1417155/-(Previous year Rs. 28,68,863)

The related party is at rust engaged in education and personalty development programs for students.

#### 30. DISCLOSURE IN ACCORDANCE WITH AS 15 ON EMPLOYEE BENEFITS

Following are the Principal Actuarial Assumptions used at the balance sheet date:

Particulars	31.03.2023	31.03.2022
Discount Rate	7.45% p.a.	6.90% p.a.
Rate of increase of Salary	7.00% p.a.	7.00% p.a.

31. Basic earnings per share are 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. Basic and Diluted Earnings Per Share (EPS), of face value Rs.100/- has been calculated as under:-

	Current Year	Previous Year
a. Profit as per P&L A/c.	48,74,409	(1,0,81,4140)
b. Weighted Average of No. of Shares	3696827	35,86,420
c. Basic and diluted earnings per share (a/b)	1.32	(3.02)

32. The details of Provisions as per AS 29 are given below:

Provision for Gratuity	Opening Balance	Additions/Reversals	CLOSING BALANCE
	6,88,71,751	66,71,303	7,55,43,054

33. The management has initiated the process of identifying enterprises which have provided goods and services to the company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. The company has not received any intimation from its vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006. Further in the view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material.

#### 34. NOTES FORMING PART OF THE ACCOUNTS

##### 1. QUANTITATIVE DETAILS REGARDING SALE:

	No. Of Copies 2022-2023	No. Of Copies 2021-2022
1. Daily Publications	2,92,85,182	2,86,20,889
2. Fortnightly	69,959	-
3. Monthly Publications	5,49,045	1,86,167
4. Annual Publications	1,06,400	94,085

Sd/- Dr. Francis Cleetus Chairman DIN:01803799	Sd/- Fr. Benny Mundanatte Managing Director DIN:06686549	As per my report of even date attached For M/s.Jameskutty & Associates Chartered Accountants Firm No:008224S Sd/- Jameskutty Mathew Proprietor, M. No:205093	Sd/- Animol P.V. Company Secretary M.No. 46983	Sd/- M.M. George C.F.O
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Place : Kottayam  
Date : 08-08-2023



## 2. Trade payables due for payment

The following ageing schedule shall be given for Trade payable due for payment.

Trade payables ageing Schedule				
Particulars Outstanding for following periods from due date of Payments#				
	less than year	1-2 Year	2-3 Year	More than 3 year
i. MSME	33,95,085	-	-	-
ii. Others	50,183,441	-	2,847,795	-
iii. Disputed dues MSME	-	-	-	-
iv. Disputed dues Other	-	-	-	-

## 3. Trade Receivables

For trade receivables outstanding, the following ageing schedules shall be given

Particulars	Outstanding for following periods from due date of Payments#				
	Less than 6 months	6 months-1 year	1-2 Year	2-3 Year	More than 3 year
i. Undisputed Trade Receivables-considered good	120,820,263.00	32,559,554	22,125,060	25,638,780	41,754,318
ii. Undisputed Trade Receivables-considered doubtful	-	-	-	-	-
iii. Disputed Trade Receivables-considered good	-	282,000.00	434,000.00	614,000.00	7,345,000.00
iv. Disputed Trade Receivables-considered doubtful	-	-	-	-	500,000.00

## 4. PURCHASE, CONSUMPTION AND CLOSING STOCK OF RAW MATERIALS

Stock Level	News Print including White Paper		Printing Ink		Other Stores	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Opening Stock Quantity MTs Value Rs.	119.148 8,198,593	99.420 4,969,105	10.690 1,891,701	10.400 1,785,556	991,295	1,036,154
Purchases Quantity MTs Value Rs.	1,659.891 126,895,968	1,542.112 91,452,821	49.600 8,981,704	29.210 4,301,710	17,610,078	10,789,779
Consumption Quantity MTs Value Rs.	1,656.712 125,933,629	1,522.384 88,223,333	45.325 8,334,113	28.920 4,195,565	17,612,722	10,834,638
Closing Stock Quantity MTs Value Rs.	122.327 9,160,932	119.148 8,198,593	14.965 2,539,292	10.690 1,891,701	988,651	991,295

## 5. IMPORTED & INDIGENOUS RAW MATERIALS & STORES CONSUMED AND THEIR PERCENTAGE TO TOTAL CONSUMPTION

Item	2022-23			2021-22		
	Qty in MTS	Value in Rs.	%	Qty in MTS	Value in Rs.	%
<b>Imported</b>						
a) Newsprint	966.420	75928088	60	1093.363	63023300	71
b) Other stores	Nil	Nil	Nil	Nil	Nil	Nil
<b>Indigenous</b>						
a) Newsprint	690.292	50005541	40	429.021	25,200,033	29
b) Ink	45.325	8334113	100	28.920	4,195,565	100
c) Other stores	Nil	17612722	100	Nil	10,834,638	100



6. Depreciation has been provided in accounts on straight line method at the rates prescribed under schedule 2 of the Companies act 2013
7. The asset register rewritten unit wise and location wise based on physically verified balance as on 31.03.2023 has been updated.
8. The provision for redemption of debentures has not been made, as there is no sufficient profit as per profit & loss account.
9. The salary and allowances include the remuneration to Managing Director is Rs.2,40,000/-and to other two Directors are Rs.2,40,000 /-. which is in accordance with the provision of Section 197 of the Act read with Schedule V.
10. Facilities with South Indian bank are secured by stock, debtors and equitable mortgage of 30 cents of land at Kollam, 33 cents of land at Kottayam, and 73 cents of land at Thrissur and Collateral security on entire fixed assets of the Company. Term loan from South Indian Bank Kottayam is secured by mortgage of 32.75 cents of land in Kannur and 1.13 acre of land, building, Press at Vadavathore.
11. The small scale industries to which the company owes monies outstanding for more than one year as at the balance sheet date is nil. The information regarding SSI has been determined to the extent such parties have been identified on the basis of information available with the company.
12. In compliance with A.S.22 issued by the Institute of Chartered Accountants of India, the net deferred tax asset is not recognised as there is no virtual certainty supported by convincing evidence that significant future taxable income will be available against which such deferred tax asset can be realised.
13. Details of the cases/legal proceedings against the Company are as follows.

(A) BEFORE THE HONOURABLE HIGH COURT OF KERALA

1. CA 19/2012 Appeal filed by (1) Thampy Karunan & (2) K. A. Thomas against the dismissal of Company petition No. 109/2010 of the Company Law Board Chennai. 1st appellant Thampy Karunan intimated the court that he has no intention in proceeding with the case. Case Pending. Company's Advocates: Jomy George, Ernakulam & Manoj Menon, Chennai.
2. RSA 717/2012 of High Court of Kerala. Appeal filed by Chacko Devasia Malayil against RDL opposing the approval of his removal as Director Marketing of the Company by the Dist. Court, Kottayam - Case Pending. Company's Advocate: Jomy George, Ernakulam.
3. RSA 386/13 of High Court of Kerala filed by Mangalam Publications from the Judgement in AS 94/06 of sub court, Irinjalakuda. Case pending. Co's. Advocate : Jomy George- Ernakulam.
4. WP (C) 21108/14 R: Public interest petition filed by Dijo Kappen, Pala in the matter of preventing publication of oral observation made by Judges during arguments. Notice sent to Editor, Deepika. Advocate Jomy George for entering appearance on behalf of the Company. Matter is pending before the Honourable Court. Company's Advocate – Jomy George, Ernakulam. Case pending.
5. WP (C) 6485/13 of High Court of Kerala filed by Jo Mathew, an employee of the RDL against his removal from the Co. Case is pending before the Honourable High Court of Kerala. Company's Advocate : Jomy George, Ernakulam. Case is pending.
6. WP(C) 37568/16 – Filed Before the Hon'ble High Court of Kerala.  
This is a writ petition filed by one of the shareholders of the Company namely Mrs. Lizy A. Chacko, W/o. former Director Sri Chacko Devasia Malayil for a direction to the Union of India and the Registrar of Companies, Kerala “to investigate into the affairs of the Company under Section 209A and 234 of the Companies Act, 1956, alleged against the unlawful Directors and unlawful acts done by persons who were on the Board of the Company and who usurped the position as Directors of the Company and who are unlawfully still acting as Directors of the Company.” In the above respect, Company has engaged Advocate Jomy George of Ernakulam to represent the Company before the Hon'ble High Court of Kerala.” Case is pending.
7. WP (C) No. 26301/22 before the hon. Highcourt of Kerala. This Write Petition filed by Paul P. Varghese against the decision of the labour court dismissing the petition challenging the termination of his service of the RDL. Company Adv. Jomy George Ernakulam. Case pending.
8. WP (C) No. 30485/19 before the hon. Highcourt of Kerala. This Write Petition filed by Shajimon V.J. against the RDL Company for a publication of news item in Deepika Daily on 26.11.2018. Company Adv. Jomy George Ernakulam. Case pending.
9. RSA 79/2017 - Before the Hon'ble High Court of Kerala. This is an appeal filed by Sunil Joseph Koozhampala and Chacko Devasia Malayil against the disposal order of District Court, Ernakulam in AS 167/14 dismissing the appeal petition of the OS 167/12 of Munsif Court, Ernakulam. Case pending. Company's advocate - Jomy George, Ernakulam
10. Criminal MC No: 2370/23 - Before the Hon'ble High Court of Kerala. Filed by Fr. Joseph kuzhinjalil and Fr. Bobby Alex Mannamplakkal, Printer and Publisher, and Chief Editor filed against the State of Kerala and others, to stay the further proceedings of the Judicial First Class Magistrate Angamaly as CC 1576/18. Company's Advocate - Jomy George, Ernakulam. Stay allowed. Case pending.



11. Criminal MC No: 5519/23 - Before the Hon'ble High Court of Kerala. Filed by Fr. Joseph kuzhinjalil, Printer and Publisher and Fr. Bobby Alex Mannamplakkal, former Chief Editor to quash the proceedings of the Judicial First Class Magistrate Sasthamkotta as CC 128/18. The petition allowed and the matter stayed for two months. Company's Advocate - Jomy George, Ernakulam.

**(B) IN OTHER COURTS IN THE STATE:**

1. ST 382/2008 - before the Additional Chief Judicial Magistrate (Economic offences), Ernakulam, filed by Registrar of Companies, Kerala against Sunil Joseph Koozhampala, MD of the Company for non-filing of Trading and Profit & Loss Account for the period ending 30th March 2007. Case pending. Company's Advocate - Jomy George, Ernakulam.
2. ST 383/2008 - before the Additional Chief Judicial Magistrate (Economic offences), Ernakulam, filed by Registrar of Companies, Kerala against Sunil Joseph Koozhampala, MD of the Company for non-filing of Annual Financial Statement for the period ending 30th March 2007. Case pending. Company's Advocate - Jomy George, Ernakulam.
3. ST 67/2019 - Before the Hon. Additional Chief Judicial Magistrate Court (Economic Offences Court), Ernakulam filed by Registrar of Cos. against Managaing Director; and others of Rashtra Deepika Ltd. U/S 88(1) of Companies Act 2013 for failing to keep Register of Members, Debenture holders, or Security holders of the Company. Case posted for appearance on 2-5-2019. Company engaged advocate Jomy George to appear before the Court on behalf of the Company. Case pending.
4. CC1576/18: Before the Judicial First Class Magistrate Court, Angamaly., The criminal case filed by Nedumbassery Police against Chief Editor and Printer & Publisher of Rashtra Deepika for a crime Under Section 228A (1) (3) IPC. Case pending.
5. (a) Before the Judicial First Class Magistrate Court (III), Kottayam. CC937/16 - against Sri Paul P. Varghese, former DTP Operator who committed attack on the Officers of the Company in the Cabin of Deputy Managing Director. Next Posting 19/09/2023. Company Advocate - Adv. Sooraj Kartha.
- (b) CC 9/19 - Counter case filed by Paul P. Varghese, former DTP Operator against CFO (Chief Financial Officer), GM - Marketing, DGM - Circulation, DGM - HR & Biju A. Thomas - Manager Systems. These Officers taken bail from the Court on 30th Sept. 2019 and Next Posting 19.09.2023. Company Advocate - Adv. Sooraj Kartha.
6. Indigent O.P 1/22 Before the Munisiff Court, Kottayam, Plaintiff: E.D. Santhamma, Defendants: 1. Fr. Joseph Kuzhinjalil, Printer & Publisher, RDL, 2. Fr. George Kudillil, Chief Editor. This Indigent suit Case is pending. We have engaged Adv. Sajeeve Mathew for the company.
7. OS 44/21 - Before the Hon'ble Sub Court Kottayam. This suit is filed by the Company for realisation of Rs. 15.50 Lacs paid by the Company as advance for the purchase of property and building thereon K.C. Kunjumon at Vadavathoor. Case pending, Companies Advocate, C.A. Georgekutty, Kottayam

**(C) DEFAMATION CASES AGAINST THE COMPANY:**

There are two pending defamation cases against the company regarding publication of certain News.

**(D)** There are three pending EPFO cases, five labour cases, three gratuity cases against the company.

13. The audited final accounts of Rashtra Deepika News Corporation Pvt. Ltd., the wholly owned subsidiary of the company (Non operating) are attached.
14. The Company has recognised the impairment effect of its assets as per AS.28 issued by the Institute of Chartered Accountants of India.
15. Other Expenses include remuneration to statutory auditors, comprising of Statutory Audit- Rs.4,00,000/- (Previous year Rs. 4,00,000/- )
16. Fee for auditor is more than 15% of his total receipts during the year.
17. The company's net worth had eroded. However, financial support was from its promoters and further revaluation was implemented. Accordingly, the financial statements have been prepared under the assumption that the company is a going concern and that no adjustments are necessary to the carrying value of its assets and liabilities.
18. Previous Year figures have been regrouped, wherever necessary, to suit to the current classification adopted in this year.

Sd/-  
Dr. Francis Cleetus  
Chairman  
DIN:01803799

Sd/-  
Fr. Benny Mundanatte  
Managing Director  
DIN:06686549

As per my report of even  
date attached  
For M/s. Jameskutty &  
Associates  
Chartered Accountants  
Firm No:008224S  
Sd/- Jameskutty Mathew  
Proprietor, M. No:205093

Sd/-  
Animol P.V.  
Company Secretary  
M.No. 46983

Sd/-  
M.M. George  
C.F.O

Place : Kottayam  
Date : 08-08-2023





## RASHTRA DEEPIKA LIMITED, KOTTAYAM

### രാഷ്ട്രദീപിക ലിമിറ്റഡ് കമ്പനിയുടെ 34-ാമത് വാർഷിക പൊതുയോഗവും ഇ-വോട്ടിംഗും (E-Voting) സംബന്ധിച്ച്

1. കമ്പനിയുടെ 34-ാമത് വാർഷിക പൊതുയോഗം 2023 സെപ്റ്റംബർ 22- ന് രാവിലെ 11-ന് വീഡിയോ കോൺഫറൻസിംഗ് (Video Conferencing) മുഖാന്തിരം നടത്തപ്പെടുന്നതാണ്. കേന്ദ്ര കമ്പനികാര്യ മന്ത്രാലയത്തിന്റെ (MCA) സർക്കുലർ നമ്പർ 10/2022 dated 28 December 2022, 20/2020 dated May 05, 2020, General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, പ്രകാരം കമ്പനികളെ ഏതെങ്കിലും ഒരു പൊതുസ്ഥലത്ത് അംഗങ്ങളുടെ നേരിട്ടുള്ള സാന്നിധ്യം ഒഴിവാക്കി വാർഷിക പൊതുയോഗങ്ങൾ വീഡിയോ കോൺഫറൻസിംഗ് VC/OAVM മുഖാന്തിരം നടത്തുന്നതിലേക്ക് അധികാരപ്പെടുത്തിയിട്ടുള്ളതാകുന്നു. അപ്രകാരം രാഷ്ട്രദീപിക ലിമിറ്റഡിന്റെ വാർഷിക പൊതുയോഗം VC മുഖാന്തിരം നോട്ടീസിൽ ക്രമപ്പെടുത്തിയിരിക്കുന്ന വിഷയങ്ങളും തീർപ്പിലേക്കായി നടത്തപ്പെടുന്നതായിരിക്കും.
2. സർക്കുലറുകളിൽ പറഞ്ഞിരിക്കുന്ന പ്രകാരം പ്രസ്തുത വാർഷിക പൊതുയോഗത്തിന്റെ നോട്ടീസിന്റെ electronics പതിപ്പും 2022-23ലെ വാർഷിക റിപ്പോർട്ടും E-mail ID മുഖാന്തിരം കമ്പനിവശമോ Depository participate (DP) വശമോ ഇമെയിൽ അഡ്രസ് രജിസ്റ്റർ ചെയ്തിട്ടുള്ള അംഗങ്ങൾക്ക് ഇമെയിൽ മുഖാന്തിരം അയച്ചിട്ടുള്ളതാകുന്നു. പ്രസ്തുത പ്രമാണങ്ങൾ കമ്പനിയുടെ ഔദ്യോഗിക website ആയ www.deepika.com ലും ഉണ്ടായിരിക്കുന്നതാണ്. പ്രിന്റ് ചെയ്ത വാർഷിക റിപ്പോർട്ട് ആവശ്യമുള്ളവർ cs@deepika.com എന്ന ഇമെയിലിലോ 0481 2566706 എന്ന ഫോൺ നമ്പറിലോ ബന്ധപ്പെടേണ്ടതാണ്.
3. ഇമെയിൽ അഡ്രസ് ഇതിനോടകം തന്നെ രജിസ്റ്റർ ചെയ്തിട്ടില്ലാത്ത അംഗങ്ങൾക്ക് വാർഷിക പൊതുയോഗ നോട്ടീസും റിപ്പോർട്ടും ലഭിക്കുന്നതിലേക്ക് cs@deepika.com എന്ന ഇമെയിലിൽ താഴെ പറയുന്ന details കൂടി മെയിൽ അയക്കേണ്ടതാണ്.
  - a. ഓഹരി ഉടമയുടെ പേര്.
  - b. സ്കാൻ ചെയ്ത ഷെയർ സർട്ടിഫിക്കറ്റിന്റെ പകർപ്പ്.
  - c. സ്കാൻ ചെയ്ത PAN Card/ആധാർ കാർഡ് എന്നിവയുടെ പകർപ്പ്.
4. സർട്ടിഫിക്കറ്റ് മുഖാന്തിരമോ demat മുഖാന്തിരമോ 2023 സെപ്റ്റംബർ 15 ത് (cut off date) ഷെയറുകൾ കൈവശമുള്ള അംഗങ്ങൾ, വാർഷിക പൊതുയോഗ നോട്ടീസിൽ ക്രമപ്പെടുത്തിയിരിക്കുന്ന വിഷയങ്ങൾക്കുമേൽ വോട്ട് ഇലക്ട്രോണിക് മാധ്യമങ്ങളിലൂടെ രേഖപ്പെടുത്താവുന്നതാണ്.

#### വോട്ട് രേഖപ്പെടുത്തുന്നതിനുള്ള നിർദ്ദേശങ്ങൾ

- i). Remote e-voting മുഖാന്തിരവും വോട്ടു രേഖപ്പെടുത്താവുന്നതാണ്. Remote e-voting 19-09-2023 രാവിലെ 9 am മുതൽ 21-09-2023, 5 pm വരെ ഉണ്ടായിരിക്കുന്നതാണ്.
- ii). പൊതുയോഗത്തിൽ വോട്ടിംഗ് സൗകര്യം ഉണ്ടായിരിക്കുന്നതാണ്. VC വഴി പൊതുയോഗത്തിൽ പങ്കെടുക്കുന്നവർക്ക് പൊതുയോഗത്തിനിടയ്ക്കും പൊതുയോഗം കഴിഞ്ഞ് 15 മിനിറ്റും വോട്ട് ചെയ്യാനുള്ള സൗകര്യം ഉണ്ടായിരിക്കുന്നതാണ്.
- iii). Remote e-voting മുഖാന്തിരവും e-voting മുഖാന്തിരവും വോട്ട് രേഖപ്പെടുത്തുന്നിന് www.evotingindia.com എന്ന website login ചെയ്യുക.
- iv). അവിടെ share holders/members എന്ന moduleൽ ക്ലിക്ക് ചെയ്യുക.
- v). തുറന്നു വരുന്ന windowയിൽ user id (share holderന്റെ folio number) അടിച്ചു കൊടുക്കുക. കൂടെ captcha verification കൊടുക്കുക.
- iv). പിന്നീട് തുറന്നു വരുന്ന windowയിൽ password കൊടുക്കുക. കമ്പനി അയച്ചു തരുന്ന sequence നമ്പർ ആയിരിക്കും password. Sequence നമ്പർ ഇല്ലാത്തവർ താഴെ പറയുന്ന mail addressൽ ബന്ധപ്പെടുക.  
 Mail ID : cs@deepika.com  
 Contact Number : 0481 2566706
- vii). പിന്നീട് തുറന്നു വരുന്ന windowയിൽ രാഷ്ട്രദീപിക ലിമിറ്റഡിന്റെ EVSNയിൽ ക്ലിക്ക് ചെയ്യുക.
- viii). അപ്പോൾ തുറന്നു വരുന്ന windowയിൽ വാർഷിക പൊതുയോഗ നോട്ടീസിൽ പ്രതിപാദിച്ചിരിക്കുന്ന resolutions tabular formൽ വരുന്നതാണ്. അവിടെ വരുന്ന ചെറിയ ബോക്സുകളിൽ ഓരോ resolutionsനും favour ആയിട്ടോ against ആയിട്ടോ വോട്ട് രേഖപ്പെടുത്തുക. അതിനുശേഷം submit button ൽ ക്ലിക്ക് ചെയ്യുക. ix). ഒരിക്കൽ submit button കൊടുത്ത് വോട്ട് രേഖപ്പെടുത്തിയാൽ അതിന് മാറ്റം വരുത്താൻ സാധിക്കുന്നതല്ല.
5. പൊതുയോഗത്തിന് മുമ്പ് remote e-voting വഴി വോട്ട് രേഖപ്പെടുത്തിയിട്ടുള്ളവർ യോഗത്തിനുശേഷം വീണ്ടും വോട്ടു ചെയ്യേണ്ടതില്ല.
6. മേൽ വിവരിച്ച voting സംബന്ധമായ കാര്യങ്ങളെപ്പറ്റി സംശയനിവൃത്തിക്കായി www.evotingindia.com എന്ന വെബ്സൈറ്റിലോ helpdesk.evoting@cdslindia.com, cs@deepika.com എന്ന ഇമെയിലിലോ 0481 2566706 എന്ന ഫോൺ നമ്പറിലോ ബന്ധപ്പെടാവുന്നതാണ്.



## BOOK POST

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