

**ANNEXURE 'A' TO THE DIRECTORS REPORT  
FORM NO. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on 31<sup>ST</sup> MARCH, 2024**

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

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**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN : U17297PN2007PTC131174
- ii) Registration Date : 27/12/2007
- iii) Name of the Company : RATANMOTI TEXTFAB (INDIA) PRIVATE LIMITED
- iv) Category of the Company : Company Limited by Shares
- v) Sub-Category : Non-Government Company
- vi) Address of the Registered office and contact details : B-7, W. NO.24/2, VARDHMAN CHOWK, BJP MARKET TEXTILES MARKET, ICHALKARANJI, MAHARASHTRA, INDIA, 416115
- vii) Whether listed company : Yes/No
- viii) Name, Address and Contact details of Registrar and Transfer Agent, if any : NA

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

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacturing of Textile	13	100%





1	SANJAY BHAGCHAND PATANI	88740	17.98		88740	17.98		
2	NITESH GYANCHAND PATANI	69700	14.12		69700	14.12		
3	NAVALCHAND M. PATNI (HUF)	11900	2.41		11900	2.41		
4	BHAGCHAND M. PATNI	11900	2.41		11900	2.41		
5	BHAGCHAND M. PATNI (HUF)	11900	2.41		11900	2.41		
6	GYANCHAND M. PATNI	11900	2.41		11900	2.41		
7	GYANCHAND M. PATNI (HUF)	11900	2.41		11900	2.41		
8	SANJAY BHAGCHAND PATNI (HUF)	11900	2.41		11900	2.41		
9	NITESH GYANCHAND PATNI (HUF)	11900	2.41		11900	2.41		
10	RAHUL BHAGCHAND PATNI	82620	16.74		82620	16.74		
11	RITESH NAVALCHAND PATNI	82620	16.74		82620	16.74		
12	SARLADEVI N. PATNI	8500	1.72		8500	1.72		
13	USHADEVI B. PATNI	8500	1.72		8500	1.72		
14	CHAINKANWAR G. PATNI	8500	1.72		8500	1.72		
15	SMITA SANJAY PATNI	8500	1.72		8500	1.72		
16	PRIYA RAHUL PATNI	8500	1.72		8500	1.72		
17	SUCHITA NITESH PATNI	8500	1.72		8500	1.72		
18	RAHUL BHAGCHAND PATNI (HUF)	11900	2.41		11900	2.41		
19	SAPANA RITESH PATNI	8500	1.72		8500	1.72		
20	RITESH NAVALCHAND PATNI (HUF)	11900	2.41		11900	2.41		
21	PRATIK SANJAY PATNI	1190	0.24		1190	0.24		

22	HARSHIT SANJAY PATNI	1190	0.24		1190	0.24		
23	PRABHAT NITESH PATANI (GUARDIAN: NITESH PATANI)	1020	0.21		1020	0.21		

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

Sr. No.	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		At the beginning of the year				
		At the End of the year				

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

Sr. No.	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
		At the beginning of the year				
		At the end of the year				

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

Sr. No.	Name	Particulars	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	NITESH GYANCHAND PATANI	At the beginning of the year	69700	14.12		
		At the end of the year			69700	14.12
2	GYANCHAND MOTILAL PATNI	At the beginning of the year	11900	2.41		
		At the end of the year			11900	2.41
3	BHAGCHAND MOTILAL PATNI	At the beginning of the year	11900	2.41		
		At the end of the year			11900	2.41
4	RITESHKUMAR NAVALCHAN D PATNI	At the beginning of the year	82620	16.74		
		At the end of the year			82620	16.74
5	RAHUL BHAGCHAND PATNI	At the beginning of the year	82620	16.74		
		At the end of the year			82620	16.74
6	SANJAY BHAGCHAND PATANI	At the beginning of the year	88740	17.98		
		At the end of the year			88740	17.98

## V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager/Director		Total Amount
		NITESH GYANCHAN D PATANI	GYANCHAN D MOTILAL PATNI	
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	18,00,000	36,00,000	54,00,000
2	Stock Option			
3	Sweat Equity			
4	Commission			

	- as % of profit - others, specify.....			
5	Others, please specify (Professional Fees)			
	Total (A)	<b>18,00,000</b>	<b>36,00,000</b>	<b>54,00,000</b>
	Ceiling as per the Act			

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager/Director		Total Amount
		BHAGCHAND MOTILAL PATNI	RITESHKUMAR NAVALCHAN D PATNI	
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	<b>27,00,000</b>	<b>18,00,000</b>	<b>45,00,000</b>
2	Stock Option			
3	Sweat Equity			
4	Commission - as % of profit - others, specify.....			
5	Others, please specify			
	Total (A)	<b>27,00,000</b>	<b>18,00,000</b>	<b>45,00,000</b>
	Ceiling as per the Act			

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager/Director		Total Amount
		RAHUL BHAGCHAND PATNI	SANJAY BHAGCHAND PATANI	
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	<b>18,00,000</b>	<b>45,00,000</b>	<b>63,00,000</b>
2	Stock Option			
3	Sweat Equity			
4	Commission			

	- as % of profit - others, specify.....			
5	Others, please specify			
	Total (A)	18,00,000	45,00,000	63,00,000
	Ceiling as per the Act			

**B. Remuneration to other directors:**

Sr. No.	Particulars of Remuneration	Name of Independent Directors			Total Amount
1	1. Independent Directors i) Fee for attending board / committee meetings ii) Commission iii) Others, please specify				
	2. Other Non-Executive Directors i) Fee for attending board / committee meetings ii) Commission iii) Others, please specify				
	Total (2)				
	Total (B)=(1+2)				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

**C. Remuneration to key managerial personnel other than MD/MANAGER/WTD:**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				



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

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

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTOR</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

Place: ICHALKARANJI

Date: 05/08/2024

By order and on behalf of the Board of Directors  
RATANMOTI TEXTFAB (INDIA) PRIVATE LIMITED

*Scc*  
NITESH GYANCHAND PATANI  
DIRECTOR  
DIN: 01910060

*Sanjay Patani*  
SANJAY BHAGCHAND PATANI  
DIRECTOR  
DIN: 01910412

**RATANMOTI TEXTFAB (INDIA) PRIVATE LIMITED**  
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**Email: ratanmoti@gmail.com Contact: 0230-2490780**  
**Website: www.ratanmoti.com**

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**NOTICE**

Notice is hereby given that the 17<sup>th</sup> Annual General Meeting of the members of **RATANMOTI TEXTFAB (INDIA) PRIVATE LIMITED** will be held on Saturday, the 31<sup>st</sup> August, 2024 at 11.00a.m. at its registered office at B-7, W. NO.24/2, VARDHMAN CHOWK, BJP MARKET TEXTILES MARKET, ICHALKARANJI, MAHARASHTRA, INDIA, 416115 to transact the following business

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31<sup>st</sup> March, 2024 together with the reports of Board of Directors, and Auditors thereon and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT**, the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2024 together with the reports of Board of Directors, and Auditors thereon along with relevant annexures, be and are hereby received, considered, approved and adopted.

**RESOLVED FURTHER THAT**, the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and/or expedient, to give effect to this resolution."

**SPECIAL BUSINESS:**

**1. BUY BACK OF SHARES**

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

**"RESOLVED THAT** in accordance with the provisions contained in Article 118 of the Articles of Association of the company and pursuant to the provisions of Section 68 and other applicable provisions, if any, of the companies Act 2013 and Rule 17 of The Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification and re-enactment thereof, for the time being in force), and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company,

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the consent of the members of the Company to be hereby accorded to the Board of Directors of the company (hereinafter referred to as the "Board" which expression shall include any board committee and / or any director / officer authorized by the Board for the purpose) to purchase the Company's own fully paid 83,300 number of equity shares of the face value of Rs. 100/- each, upto a maximum price of Rs. 100/- per Equity share (the "Buy Back Offer Price") out of free reserves and/or securities premium account, from the existing shareholders on a proportionate basis (hereinafter referred to as "Buyback"), subject to the condition that the aggregate amount to be expended by the Company for the said Buyback shall not exceed **Rs. 83,30,000/- (Eighty Three Lacs Thirty Thousand only)** (the "Buyback Offer Size") being 3.58% which is less than 25% of the total paid-up equity share capital and free reserves of the Company as per latest unaudited accounts of the company as of 31<sup>st</sup> March, 2024.

**RESOLVED FURTHER THAT** such Buyback may be made out of the Company's free reserves and/or such other sources as may be permitted by law and as permitted under the Companies Act and that the Company may buy back Equity Shares from all the existing equity shareholders with following terms and conditions:

- The total amount of Buy-back of shares shall be **Rs. 83,30,000/- (Eighty Three Lacs Thirty Thousand only)** representing 3.58% of the company's paid-up equity capital and free reserves.
- The buy-back of shares shall be in accordance with Section 68 and Rule 17 of the Companies (Share Capital and Debentures) Rules, 2014.
- The buy-back scheme shall be valid for a period of one year from the date of passing of the Board resolution i.e., August 05, 2024
- The buy-back shall be made from the company's existing shareholders by a private offer.
- The shares bought back by the Company shall be extinguished within 7 days of completion of the buy-back scheme.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do or cause to be done all such acts, deeds, matters and things and execute and sign all such documents and papers and provide all such information and confirmations, as may be necessary for the implementation of the Buyback, including but not limited to:

- i. preparation, finalization, alteration, modification, issuance, re-issuance and filing with the appropriate authorities, of the resolutions, confirmations, intimations and declaration, including the letter of offer, declaration of solvency certificate, as may be required in relation to the Buyback;

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- ii. making of all necessary applications, providing all necessary information and documents to, and representing the Company before the Registrar of Companies, & other relevant regulatory authorities and/or third parties, including statutory auditors, in relation to the Buyback;
- iii. opening, operation and closure of all necessary accounts including bank accounts as per applicable law;
- iv. taking all actions for obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;
- v. taking all actions for extinguishment and physical destruction of the share certificates in respect of the Equity Shares bought back by the Company;
- vi. proposing and accepting any change(s) or modification(s) in the Buyback mechanism and the documents connected with the said Buyback including declaring a reduction/extension of the Buyback offer period, as may be deemed fit and necessary in compliance with applicable law; and
- vii. Delegation of all or any of the authorities conferred above, to any committee of the Board or any other director(s) or executive(s) / officer(s) of the Company as may be necessary to give effect to the aforesaid resolutions.

**RESOLVED FURTHER THAT** Mr. SANJAY BHAGCHAND PATANI (DIN: 01910412) and Mr. NITESH GYANCHAND PATANI (DIN: 01910060), Directors of the company be and are hereby authorized to sign and issue the Letter of Offer.

**RESOLVED FURTHER THAT** the company adopts the Statement of Assets and Liabilities as of 31<sup>st</sup> March, 2024 as per the draft placed before the meeting and authorizes Mr. SANJAY BHAGCHAND PATANI (DIN: 01910412) and Mr. NITESH GYANCHAND PATANI (DIN: 01910060) Directors of the company, to sign the same.

**RESOLVED FURTHER THAT** the said Statement of Assets and Liabilities be appended to the Declaration of Solvency to be filed with the Registrar of Companies, Pune.

**RESOLVED FURTHER THAT** the Board in its absolute discretion, be and is hereby authorized to accept and make, in the interest of the Company, any

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alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, scheme of Buy Back in accordance with the statutory requirements as may be applicable from time to time and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in relation to the proposed Buyback at any stage, including in relation to the applicability of any law, without requiring to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

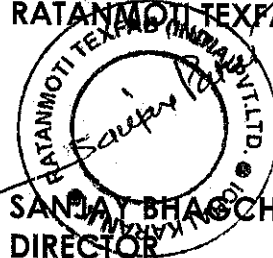
**RESOLVED FURTHER THAT** Mr. Amrut K. Parakh and/or Mr. Vinaykumar V Khataavkar, Company Secretaries, be and are hereby authorized to appear & represent the company before the Registrar of Companies, Pune in the matter of the application to be filed with the ROC, Pune and make such statements, furnish information and do such things as may be necessary for relation to the said application.

**RESOLVED FURTHER THAT** Mr. Vinaykumar V Khataavkar, and/or in his absence, Mr. Amrut K. Parakh Company Secretaries, be and are hereby authorized to act as a scrutinizer and issue certificate for Extinguishment of share certificates."

**Place: ICHALKARANJI**

**Date: 05/08/2024**

**By order and on behalf of the Board of Directors  
RATANMOTI TEXTFAB (INDIA) PRIVATE LIMITED**



**SANJAY BHAGCHAND PATANI**

**DIRECTOR**

**DIN: 01910412**

**NOTE:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member.
2. Proxies, if any, in order to be effective, must be received at the Company's registered office not later than 48 (Forty Eight) hours before the time fixed for holding the meeting. Proxies submitted on behalf of the companies, etc. must be supported by appropriate resolution/ authority as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided not less than three days of notice in writing is given to the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Members/Proxies should fill the attendance slip as attached to this report for attending the meeting and bring their attendance slip along with their copy of Annual Report to the meeting.
5. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold in physical form are requested to write their folio number in the attendance slip.
7. Any member proposing to seek any clarification on the accounts is requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
8. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

**ANNEXURE TO NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE**

**Item No.2**

As required under the relevant provisions of the Companies Act and Rule 17(1) of the Share Capital Rules, this explanatory statement contains true, factual, relevant and material information, as detailed herein, to enable the members to consider for approval, the proposed special resolution on Buyback of the Company's Equity Shares:

1. The Board of Directors of the Company has, in its meeting held on 05<sup>th</sup> August 2024 subject to the approval of the members of the Company, approved the proposal for the Buyback.

2. The Company intends to buy back its shares in order to rationalize its capital structure and for the following reasons:

- a. Enhance shareholder value by utilizing surplus cash available with the Company,
- b. To optimize return to the shareholders &
- c. To provide an exit route to the shareholders

3. The Buyback process shall be instituted by inviting a response by way of the private offer through a letter of offer from the existing shareholder on a proportionate basis. The special resolution set out in the notice seeks such approval from the shareholders.

4. The Board has proposed a maximum limit of **Rs. 83,30,000/- (Eighty Three Lacs Thirty Thousand only)** for the Buyback. This represents approximately 3.58% of the aggregate of the Company's paid-up capital and free reserves eligible for use in the Buyback as of 31<sup>st</sup> March 2024, within the maximum permissible limit of 25%. The funds for the Buyback will be available from the current surplus, cash balances and/or internal accruals of the Company. Though the Company does not propose raising debt for affecting the Buyback, it may continue to borrow funds since the ordinary course of its business.

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5. The company intends to buy back **83,300(Eighty Three Thousand Three Hundred Only)** Equity shares of Rs. 100/- (Rupees Hundred Only) each fully paid up constituting approximately 17% of the equity share capital of the company.
6. The Buyback will be implemented by the Company by way of a private offer to its existing shareholders on a proportionate basis, as permitted under the Companies Act. The Buyback will be implemented in accordance with the Companies Act and the Share Capital Rules and, on such terms, and conditions as may be deemed fit by the Company.
7. The Buyback Price is fixed at Rs 100/- (Rupees Hundred only) per Equity Share, which amount has been arrived at after considering various factors such as the net worth of the Company, cash flows, etc.
8. The Company has authorized the Board of Directors to adopt at the appropriate time any method it may deem fit to adopt for effecting the Buyback as may be permissible under the company's act and rules.
9. The proposed Buyback will be completed within a period of one year from the date of passing of the special resolution approving the proposed Buyback.
10. (a) The aggregate shareholding of the promoters and of the Directors of a Promoter, where the Promoter is a Company and of directors and key managerial personnel of the Company as on the date of notice: equity shares constituting 100% of the Issued share capital of the company.  
(b) the aggregate number of equity shares purchased or sold by persons including persons mentioned in (a) above during a period of twelve months preceding the date of the Board Meeting at which the buyback was approved from the date till the date of the notice convening the general meeting- Nil  
(c) The maximum and minimum price at which purchases and sales referred to in (b) above were made along with the relevant date:- Not Applicable  
(d) The Promoters may tender their equity shares to the Company under the Buyback.
11. The Company confirms that there are no defaults subsisting in the repayment of deposits or interest payment thereon, the redemption of debentures or payment of interest thereon, the redemption of preference shares or payment of dividend due to any shareholder or repayment of any term loans or interest payable thereon to any financial institution or banking company.



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12. The Board of Directors of the Company has confirmed that it has made a full inquiry into the affairs and prospects of the Company and that it has formed the opinion that:

(a) Immediately following the date on which the Annual general meeting is convened, there will be no grounds on which the Company could be found unable to pay its debts;

(b) as regards the Company's prospects for the year immediately following the date on which the Annual general meeting is convened and having regard to the Board's intentions with respect to the management of the Company's business during that year, and to the amount and character of the financial resources, which in the Board's view, will be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and

(c) in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company were being wound up under the provisions of the Companies Act.

(d) That the debt-equity ratio of the Company after the buy-back will be within the limit of 2:1 as prescribed under the Act

13. The text of the report dated 02<sup>nd</sup> August 2024 addressed to the Board by AnkurMaheshchandKhabani, Chartered Accountants, Auditor of the Company is reproduced below:

The Board of Directors

**RATANMOTI TEXTFAB (INDIA) PRIVATE LIMITED**

**B-7, W. NO.24/2, VARDHMAN CHOWK, BJP MARKET TEXTILES MARKET,  
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In connection with the proposal of the Company to Buy back its shares and in pursuance of the provisions of Sections 68 of the Companies Act, 2013 and Rule 17 of The Companies (Share Capital and Debentures) Rules, 2014 I have examined the unaudited financial statements of the Company for the period ended on 31<sup>st</sup> March, 2024 and the relevant records, ratios, analysis, reports, and according to the information and of such verification of relevant records as I considered appropriate, report that:

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(a) I have inquired into the Company's state of affairs.

(b) In my opinion the amount of permissible capital payment being **Rs. 83,30,000/- (Eighty Three Lacs Thirty Thousand only)** which is 3.58% (being less than 25%) of the total paid-up capital and free reserves of the Company for the shares to be bought back as given below, is properly determined in accordance with Section 68 of the Companies Act, 2013.

<u>PARTICULARS</u>	<u>AMOUNT (Rs.)</u>
Paid up Share Capital as at 31.03.2024	4,93,68,000.00
Add: Free Reserves as at 31.03.2024	18,38,81,809.45
<b>Total</b>	<b>23,32,49,809.45</b>

25% of the total share capital and free reserves of Rs.23,32,49,809.45/- is Rs.5,83,12,452/- Maximum shares that can be bought back as per these criteria at Rs. 100/- per share is 5,83,124 equity shares.

(c) The unaudited accounts on the basis of which calculation with reference to buy-back is done are not more than six months old from the offer document, and the same are on the basis of the limited review conducted by us.

I have not performed an audit, the objective of which would be the expression of an opinion on the specified elements, accounts or items thereof for this report. We further state that Compliance with the provisions of the Companies Act, 2013 and Rules thereof is the responsibility of the Company's management and accordingly I do not make any representation regarding the question of legal interpretation or representation regarding compliance with company law requirements.

This report is intended solely for your information and purpose of inclusion in the explanatory statement to the notice for special resolution and the letter of offer for buy-back and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**Place: Ichalkaranji**  
**Date: 02/08/2024**

**For AnkurMaheshchandKhabani**  
**Chartered Accountants**

**RATANMOTI TEXTFAB (INDIA) PRIVATE LIMITED**  
**CIN: U17297PN2007PTC131174**  
**B-7, W. NO.24/2, VARDHMAN CHOWK, BJP MARKET TEXTILES MARKET,**  
**ICHALKARANJI, MAHARASHTRA, INDIA, 416115**  
**Email: ratanmoti@gmail.com Contact: 0230-2490780**  
**Website: www.ratanmoti.com**

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**CA AnkurMaheshchandKhabani**  
**Membership No.: 549781**  
**UDIN: 24549781BKAEZN1286**

14. The Company will transfer from its free reserves, a sum equal to the nominal value of the Equity Shares which are purchased through the Buyback to the capital redemption reserve account and the details of such transfer will be disclosed in the balance sheet.
15. The debt-to-equity ratio post the Buyback will be below the maximum allowable limit of 2:1 set by the Act.
16. The Buyback is subject to such sanctions and approvals as may be required under applicable laws and regulations.
17. All the Directors may be deemed to be concerned or interested in the resolution to the extent of shares held by them in the Company like any other Member.
18. As per the provision of the Act, the equity shares to be bought back by the Company will compulsorily be cancelled and will not be held for re-issue.
19. All the relevant documents referred to in this notice and accompanying explanatory statements such as memorandum and articles of association of the Company, relevant board resolution and auditors' report, are open for inspection at the registered office of the Company on all working days, except holidays, between 9.00 a.m. and 6.00 p.m. till the date of the ensuing Annual General Meeting.
20. In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its equity shareholders. Therefore, the Company directors recommend passing the special resolution as set out in this notice. None of the directors of the Company is, in any way, concerned or interested, either directly or indirectly in passing the said resolution, except to the extent of their shareholding in the Company, to the extent to increase in the percentage of shareholding, if any.

RATANMOTI TEXTFAB (INDIA) PRIVATE LIMITED

CIN: U17297PN2007PTC131174

B-7, W. NO.24/2, VARDHMAN CHOWK, BJP MARKET TEXTILES MARKET,  
ICHALKARANJI, MAHARASHTRA, INDIA, 416115

Email: ratanmoti@gmail.com Contact: 0230-2490780

Website: www.ratanmoti.com

Place: ICHALKARANJI

Date: 05/08/2024

By order and on behalf of the Board of Directors

RATANMOTI TEXTFAB (INDIA) PRIVATE LIMITED



NITESH GYANCHAND PATANI  
DIRECTOR  
DIN: 01910060



SANJAY BHAGCHAND PATANI  
DIRECTOR  
DIN: 01910412