



Ripley® & Co. Stevedoring & Handling Pvt. Ltd.

www.ripleygroup.co.in

CIN : U73100WB2000PTC091705

CHA - LOGISTICS - BARGING - VESSEL AGENCY - MINING - FREIGHT FORWARDING - DREDGING

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DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting the Annual Report together with the Audited Statement of Accounts for the year ended **31st March, 2020**.

1. Financial Results.

PARTICULARS	2019-2020 (₹)	2018-19 (₹)
Total Revenue	912,47,58,686	792,11,30,291
Total Expenses	(789,14,84,066)	(689,01,59,599)
PROFIT BEFORE EXTRAORDINARY ITEMS	123,32,74,620	103,09,70,692
Extraordinary Items	-	-
PROFIT/ (LOSS) BEFORE TAXATION	123,32,74,620	103,09,70,692
PROVISION FOR TAXES:		
Current Tax	31,00,00,000	34,60,00,000
PROFIT/ (LOSS) AFTER TAX	92,32,74,620	68,49,70,692
Balance Carried to Balance Sheet	92,32,74,620	68,49,70,692

2. Dividend.

The Boards of Directors do not recommend any dividend for the year under review.

3. Reserves and Surplus.

Board of Directors has decided to carry forward profit after tax **Rs.92,32,74,620/-** to Balance Sheet as stated in point 1 above under the head "Reserves & Surplus".

4. State of Company's Affairs and Future Outlook.

Business operations as stated in Memorandum of Association of your Company were carried on during the Financial Year under review.

Your Company has undertaken the business of Coal and Limestone Trades during the Financial Year **2019-2020** as a new opportunity and future scope of expansion.

5. Material Changes and Commitments.

No material changes have occurred from the date of closure of the Financial Year till the date of this report, which affect the financial position of the Company.

Ripley & Company Stevedoring & Handling Pvt. Ltd.


Director

6. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo.

Provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 so far as these relate to conservation of energy and technology absorption do not apply to your Company.

Foreign exchange earnings : ₹ 2,31,42,679/-

Foreign exchange outgo : ₹ 2,16,36,48,593/-

7. Risk Management Policy.

The Company has adequate Risk Management Policy including insurance on equipment as appropriate.

8. Corporate Social Responsibility (CSR) Policy.

Your Company had CSR liability of Rs.288,90,538/- as on 01.04.2019. The CSR committee had decided to spend the amount in some of the funds recognized for discharging CSR as well in other recognized activities. Details of CSR Annual Report is attached in the Annexure.

9. Deposits

The Company neither accepted nor renewed any Deposits during the year under review.

10. Particulars of Loan, Guarantees and Investments under Section 186.

The loans, guarantees or investments made by the Company are within the limit of Section 186 of the Companies Act, 2013.

11. Particulars of Contracts or Arrangement Made With Related Parties.

Details of contracts with related parties have been furnished in Form AOC-2 as annexed to this report. A summary of transactions is provided in Notes on Accounts as a part of Financial Statement.

12. Details of Subsidiary, Joint Venture or Associates.

Details of subsidiaries and associates are furnished in form MGT-9 annexed to this report.

13. Company's Policy Relating to Director Appointment, Payment of Remuneration and Discharge of Their Duties.

The Provision of Section 178(1) of the Companies Act, 2013 relating to constitution of Nomination and Remuneration Committee are not applicable to the Company.

14. Directors

Mr. Shanti Ranjan Devnath (DIN: 06440093) and Mr. Mr. Smriti Ranjan Roy (DIN: 02915593) had resigned from on 01-Jul-2019 and 01-Oct-2019 respectively. Mr. Prabal Mukherjee (DIN: 08303959) was appointed as Additional Director by the Board w.e.f. 01-Jul-2019 and as Director by the shareholders on 30-09-2019. Mr. Golden Sinha (DIN: 08226512) was appointed as Director by the shareholders w.e.f. 01-Oct-2019.

15. Declaration of Independent Directors.

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to the Company.

Ripley & Company Stevedoring & Handling Pvt. Ltd.


Director

16. Explanation or Comments on Qualifications, Reservations or Adverse Remarks or Disclaimers Made by the Auditors and the Practicing Company Secretary in the Reports.

There were no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to the report from practicing Company Secretary is not applicable to the Company.

17. Company's Policy Relating to Director Appointment, Payment of Remuneration and Discharge of Their Duties

The Provision of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment to Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

18. Web-Link of Annual Return

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure-I and is attached to this Report. The website where Annual Return can be found, is www.ripleygroup.co.in.

19. Number of Board Meetings

The Company had 11 (Eleven) board meetings on 26.04.2019, 18.06.2019, 20.07.2019, 20.08.2019, 26.09.2019, 30.09.2019, 30.10.2019, 22.11.2019, 09.12.2020, 04.01.2020, 25.02.2020 and 30.09.2020 during the year under review.

20. Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules framed thereunder, **Roy & Sengupta Associates**, Chartered Accountants (Kolkata) [FRN: 324171E] was appointed as Statutory Auditors of the Company in the Annual General Meeting of the Company held on 22.11.2019 and to hold office for 5 years till 2023-24.

21. Internal Financial Control.

There are adequate internal financial control procedures commensurate with the size of the Company and nature of its business.

22. Directors Responsibility Statement.

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your Directors confirm that:

- a) in the preparation of the annual accounts for the Financial Year ended 31st March 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of the profit or loss of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis; and
- e) 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.

Ripley & Company Stevedoring & Handling Pvt. Ltd.


Director

23. Disclosure of Composition of Audit Committee and Providing Vigil Mechanism.

The Provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meeting of the Board and its Powers) Rules 2014 is not applicable to the Company.

24. Details of significant & material orders passed by the regulators or courts or tribunals.

No significant & material orders have been passed by any regulator or court or tribunal against the Company.

25. Secretarial Audit.

The Provisions requiring secretarial audit is not applicable to the Company.

26. Cost Record

The provision of Cost Audit as per Section 148 of the Companies Act, 2013 is not applicable on the Company.

27. Particulars of Employees

During the year, subject to the requirement of disclosing the details of remuneration of every employee of your Company whose remuneration exceeds the prescribed limit as mentioned in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee was being paid remuneration up to the prescribed limit as provided in the above said Rules.

28. Disclosure under the Sexual Harassment of Women at Work Place under (Prevention, Prohibition and Redressal) Act, 2013

During the year under review the Company has no woman employee and no complaint has been filed pursuant to the provisions of the Sexual Harassment of Women at the workplace (Prevention, Prohibition & Redressal) Act, 2013.

Your Directors express their sincere appreciation to the valued shareholders, bankers, clients and others associated with the Company for their support.



Place: Kolkata
Date: 09.12.2020

For and on behalf of the Board

PRASHANT KUMAR JAISWAL
(Director)
DIN:00045322

FORM NO. AOC-2

[Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for Disclosure of particulars of contracts/arrangements entered into by **Ripley & Co Stevedoring & Handling Pvt Ltd** with related parties referred to in Sub-Section(1) of Section 188 of the Companies Act, 2013 including certain arms length transaction under third provision thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sl.No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	N.A.
2.	Nature of contracts/ arrangements/ transaction	N.A.
3.	Duration of the contracts/ arrangements/ transaction	N.A.
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
5.	Justification for entering into such contracts or arrangements or transactions'	N.A.
6.	Date of approval by the Board	N.A.
7.	Amount paid as advances, if any	N.A.
8.	Date on which the Special Resolutions was passed in General Meeting as required under first provision to Section 188	N.A.

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sl.No.	Particulars	Details
1.	Name(s) of the related party & nature of relationship	<p>1. OSL Ripley Shipping Pvt Ltd - Reporting Company holds 50% equity shares in this Company wich is a SPV.</p> <p>2. Ripley & Co. Ltd – One of the Directors of the reporting Company holds 4.99% equity shares of this Company.</p> <p>3. Netincon Marketing Pvt Ltd – Reporting Company's Diretor is a Shareholder.</p> <p>4. Ripley Offshore Pvt Ltd – Reporting Company holds 74% equity shares in this Company which is a SPV.</p> <p>5. Cosmos Food Exports Pvt Ltd- Reporting Company's Director and his relatives are shareholders of the Company.</p> <p>6. Netincon Logistics Pvt Ltd – Reporting Company's Director and his relatives are shareholders of the Company.</p>

		<p>7. Ripley Shipping Pvt Ltd Reporting Company holds 100% equity shares of this Company.</p> <p>8. Ripley Infrastructure Pvt Ltd Reporting Company holds 100% equity shares of this Company.</p> <p>9. Ripley Northern Dredging Pvt Ltd Reporting Company holds 55% equity shares of this Company.</p> <p>10. Ripley Overseas Pte Ltd Reporting Company holds 100% equity shares of this Company.</p> <p>11. Kalinga International Coal Terminal Paradip Pvt Ltd – Reporting Company holds 24% equity shares of this Company.</p> <p>12. High Return Rock Mining LLP – Reporting Company holds 50% equity shares of this Company.</p> <p>13. Haldia Floating Terminal Pvt Ltd – Reporting Company has a common Director.</p> <p>14. Pratidin Prakashani Pvt Ltd – Reporting Company's Director is a Shareholder.</p>
2.	Nature of contracts/ arrangements/ transaction	<p>1. Hiring of two mobile harbour cranes to OSL Ripley Shipping Pvt Ltd.</p> <p>2. Miscellaneous services provided by Ripley & Co Ltd to the Reporting Company.</p> <p>3. Mining services provided to Netincon Marketing Pvt Ltd and procurement of stone from it. They also provided agency services to the Reporting Company.</p> <p>4. Vessel loading /unloading with floating crane provided by Ripley Offshore Pvt Ltd.</p>

		<p>5. Cosmos Food Exports Pvt Ltd – Services for goods transportation through Inland Waterways.</p> <p>6. Netincon Logistics Pvt Ltd – Services for goods transportation through Inland Waterways.</p> <p>7. Ripley Shipping Pvt Ltd – Loans and rentals by the Reporting Company.</p> <p>8. Ripley Infrastructure Pvt Ltd – Loans by the Reporting Company.</p> <p>9. Ripley Northern Dredging Pvt Ltd – Loans by the Reporting Company.</p> <p>10. Ripley Overseas Pte Ltd – Loans by the Reporting Company.</p> <p>11. Kalinga International Coal Terminal Paradip Pvt Ltd – Loans from the Reporting Company.</p> <p>12. High Return Rock Mining LLP – Stone processing services to the Reporting Company.</p> <p>13. Haldia Floating Terminal Pvt Ltd – Loans and handling services by the Reporting Company.</p> <p>14. Pratidin Prakashani Pvt Ltd – Advertisements for the Reporting Company.</p>
3.	Duration of the contracts/ arrangements/ transaction	<p>1. 5 years with OSL Ripley Shipping Pvt Ltd.</p> <p>2. Ongoing contracts with companies other than the above.</p>
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	<p>1. Work Order dated 07-11-2015 with upward price revisioin in retrospect from April 2016. It is at fair market price determined on cost plus basis.</p> <p>2. The transactions with Ripley & Co Ltd and Netincon Marketing Pvt Ltd were considered at fair market prices prevailing on the dates of agreements and in ordinary course of business.</p>

		3. Barring loans, all other transactions were entered at arm's length price.
5.	Date of approval by the Board	<p>1. 29-Oct-2015 for OSL Ripley Shipping Pvt Ltd Revision was approved on 21-02-2017.</p> <p>2. All agreements for sale or purchase for all other companies were entered on 01-Apr-2019.</p> <p>3. Loans were made as per Board Resolutions.</p>
6.	Amount paid as advances, if any	N.A.



PRASHANT KUMAR JAISWAL
(DIRECTOR)
DIN: 00045322

FORM NO.AOC-1

**STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF
SUBSIDIARIES/ ASSOCIATE COMPANIES/ JOINT VENTURES**

**(Pursuant to first provision to Sub-Section (3) of Section 129 read with Rule 5 of the
Companies (Accounts) Rules, 2014)**

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rupees)

Sl. No.	Particulars	Details			
		Ripley Offshore Pvt Ltd	Ripley Shipping Pvt Ltd	Ripley Infrastructure Pvt Ltd	Ripley Overseas Pte Ltd, Singapore
1.	Name of the Subsidiary(ies)				
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.	N.A.
3.	Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries				SGD = 52.9868 INR
4.	Share Capital	1,00,000	10,00,000	1,00,000	7,14,200
5.	Reserves & Surplus	(7,48,28,706)	(1,73,70,457)	(2,24,799)	(16,79,309)
6.	Total Assets	4,70,244,303	2,44,84,541	13,02,149	2,81,706
7.	Total Liabilities	4,70,244,303	2,44,84,541	13,02,149	2,81,706
8.	Investments	-	-	-	-
9.	Turnover	11,14,72,523	2,19,29,794	-	-
10.	Profit before Taxation	(1,74,28,916)	(1,73,21,723)	(22,721)	(16,81,405)
11.	Provision for Taxation	1,24,98,945	-	-	-
12.	Profit after Taxation	(2,99,27,860)	(1,73,21,723)	(22,721)	(16,81,405)
13.	Proposed Dividend				
14.	% of Shareholding	74	100	100	100

Ripley Northern Dredging Pvt Ltd has decided to prepare its first Financial Statement as at 31-Mar-2021.

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations
- Names of subsidiaries which have been liquidated or sold during the year.

Part "B": Associates and Joint Ventures

Statement Pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/ Joint Ventures	OSL-Ripley Shipping Pvt Ltd	Kalinga International Coal Terminal Paradip Private Limited	Highreturn Rock Mining LLP
1. Latest Audited Balance Sheet Date	31.03.2020	31.03.2020	31.03.2020
2. Shares of Associate/ Joint Ventures held by the company on the year end	5,00,000	22,08,00,000	25,00,000
3. Description of how there is significant influence	Associated Company	Associated Company	Associated Company
4. Reason why the Associate/ Joint Ventures is not consolidated	N.A.	N.A.	N.A.
5. Net worth attributable to shareholding as per latest audited Balance Sheet	-	-	-
6. Profit / Loss for the year			
i. Considered in Consolidation	1,35,48,810	(2,08,63,366)	7,94,038
ii. Not Considered in Consolidation			

1. Names of associates or joint ventures which are yet to commence operations.
2. Names of associates or joint ventures which have been liquidated or sold during the year.



P. K. Jaiswal
Director
DIN: 00045322



Annexure 2**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN****RIPLEY & CO STEVEDORING & HANDLING PVT LTD****As on Financial Year ended on 31.03.2020****Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company
(Management & Administration) Rules, 2014.****I. REGISTRATION & OTHER DETAILS:**

1.	CIN	U73100WB2000PTC091705
2.	Registration Date	19/04/2000
3.	Name of the Company	RIPLEY & CO STEVEDORING & HANDLING PVT LTD
4.	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES / INDIAN NON-GOVERNMENT COMPANY
5.	Address of the Registered office & contact details	22,LEE ROAD, C BLOCK, 1ST FLOOR, KOLKATA 700020
6.	Whether listed Company	NO
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	N.A.

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)

Sl. No.	Name and Description of main Products / Services	NIC Code of the Product/Service	% to total turnover of the Company
1	Cargo handling incidental to water transport	63012	58.92%
2	Transportation by motor vehicles	60231	4.93%
3	Inland water transport	61200	2.00%
4	Trading	46909	32.34%
5	Other business activities	74999	1.82%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sl. No	Name and Address of the Company	CIN/GLN/LLPIN	Holding / Subsidiary/ Associate	% of Shares held	Applicable Section
1.	Ripley Offshore Pvt Ltd	U63090WB2016PTC215840	Subsidiary	74 %	2(87)
2.	Ripley Infrastructure Pvt Ltd	U50100WB2011PTC161871	Subsidiary	100%	2(87)
3.	Ripley Overseas Pte Ltd, Singapore	201838069M	Subsidiary	100%	2(87)
4.	Ripley Shipping Pvt Ltd	U63030WB2019PTC233554	Subsidiary	100%	2(87)
5.	Ripley Northern Dredging Pvt Ltd	U45309WB2020PTC235791	Subsidiary	55%	2(87)
6.	OSL Ripley Shipping Pvt Ltd.	U61200WB2015PTC207835	Associate	50%	2(6)
7.	Highreturn Rock Minning LLP	AAN-1285	Associate	50%	2(6)
8.	Kalinga International Coal Terminal Paradip Private Limited	U61100WB2017PTC221128	Associate	24%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual/ HUF	-	4,23,300	4,23,300	84.66	-	4,23,300	4,23,300	84.66	-
(b) Central Govt									
(c) State Govt(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	-								
(e) Banks / FI	-	-	-	-	-	-	-	-	-
(f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1) :-	-	4,23,300	4,23,300	84.66	-	4,23,300	4,23,300	84.66	
(2) Foreign									
(a) NRIs- Individuals									
(b) Other - Individuals									
(c) Bodies Corp.	-	76,700	76,700	15.34	-	76,700	76,700	15.34	
(e) Banks / FI	-	-	-	-	-	-	-	-	-
(f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2) :-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	5,00,000	5,00,000	100	-	5,00,000	5,00,000	100	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-								
b) Banks / FI	-								
c) Central Govt	-								
d) State Govt(s)	-								
e) Venture Capital Funds	-								
f) Insurance Companies	-								
g) FIs	-								

h) Foreign Venture Capital Funds	-								
i) Others (specify)	-								
Sub-total (B)(1):-	-								
2. Non-Institutions	-								
a) Bodies Corp.	-								
i) Indian	-								-
ii) Overseas	-								
b) Individuals	-								
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-								-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c) Others (specify)									
i) Individual – Indian									
ii) Body corporate – Foreign									
Sub-total (B)(2):-		-	-	-	-	-	-	-	
Total public shareholding (B)=(B)(1) + (B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	-	5,00,000	5,00,000	100	-	5,00,000	5,00,000	100	

ii) Shareholding of Promoter-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 01-April-2019]			Shareholding at the end of the year [As on 31-March-2020]			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Prashant Kumar Jaiswal	8,300	1.66	-	8,300	1.66	-	-
2	Sampa Bose	4,15,000	83.00	-	4,15,000	83.00	-	-
3	Energy Investments Ltd	76,700	15.34	-	76,700	15.34		

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

Sl. No.	Particulars	Shareholding at the beginning of the year (As on 01-April-2019)	Cumulative Shareholding during the year
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		No. of Shares	%of total shares of the Company	No. of Shares	%of total shares of the Company
	At the beginning of the year	5,00,000	100	-	-
	Date wise Increase / Decrease in promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus sweat equity etc.)	No Change		No Change	
	At the end of the year	5,00,000	100	5,00,000	100

iv) Shareholding 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 [As on 01-April-2019]		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	N.A.	N.A.	N.A.	N.A.
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	N.A.	N.A.	N.A.	N.A.
	At the end of the year	N.A.	N.A.	N.A.	N.A.

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year [As on 01-April-2019]		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Prashant Kumar Jaiswal				
	At the beginning of the year	8,300	1.66	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):	No Change		No Change	
	At the end of the year	8,300	1.66	8,300	1.66

(V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	47,52,41,766	-	-	47,52,41,766
ii) Interest due but not paid				
iii) Interest accrued but not due	19,20,600	-	-	19,20,600
Total (i+ii+iii)	47,71,62,366	-	-	47,71,62,366

Change in Indebtedness during the financial year		-		
* Addition	780,32,63,673	-	-	479,26,74,374
* Reduction	748,04,58,685	-	-	470,72,71,180
Net Change	32,28,04,989	-	-	8,54,03,194
Indebtedness at the end of the financial year	79,80,46,754	-		47,71,62,366
i) Principal Amount	79,44,62,800	-	-	47,52,41,766
ii) Interest due but not paid	35,83,954	-	-	
iii) Interest accrued but not due	19,20,600	-	-	19,20,600
Total (i+ii+iii)	47,71,62,366	-		47,71,62,366

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.	N.A.
	(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)	N.A.	N.A.	N.A.	N.A.	N.A.
	Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.	N.A.

B. Remuneration to other directors

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount
	1. Independent Directors		NIL	NIL	NIL			NIL
	Fee for attending board committee meetings		-	-	-			-
	Commission		-	-	-			-
	Others, please specify		-	-	-			-
	Total (1)		NIL	NIL	NIL			NIL
	2. Other Non-Executive Directors	Shoumik Bose	P. K. Jaiswal	S.R. Devnath	S.R. Roy	Prabal Mukherjee	Golden Sinha	
	Fee for attending Board Committee meetings		-	-	-			-
	Commission		-	-	-			-
	Others, please specify	2,58,00,000	90,00,000	1,98,000	2,20,000	1,35,000	9,09,200	3,62,62,200
	Total (2)							
	Total (B)=(1+2)							
	Total Managerial Remuneration	2,58,00,000	90,00,000	1,98,000	2,20,000	1,35,000	9,09,200	3,62,62,200

	Overall Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
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C. Remuneration to Key Managerial Personnel Other Than MD/MANAGER/WTD

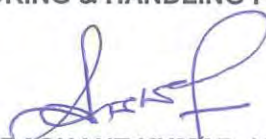
Sl.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences during the year ended 31-03-2020.

For and on behalf of the Board
RIPLEY & CO STEVEDORING & HANDLING PVT LTD




PRASHANT KUMAR JAISWAL
Chairman

Place: Kolkata
Date: 09/12/2020

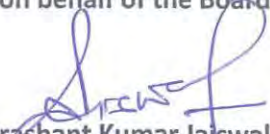
ANNEXURE – 3

**Details of Remuneration of Directors, KMPs and Employees and Comparatives
[Pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial
Personnel) Rules, 2014]**

Sl. No.	Particulars	Particulars
1.	<u>Detail of employee who was employed throughout the financial year and had received of remuneration not less than Rs.1.02 Crore p.a.</u> Name: Designation: Remuneration received: Nature of employment: Qualification & experience of the employee: Date of commencement of the employment: The age of such employee: Last employment held by such employee before joining the Company: % of equity held by the employee in the Company: Whether relative of Director/Manager of the Company:	Mr. Shoumik Bose Director Rs.2.58 Crores Permanent - 01-12-2016 - - - -
2.	<u>Detail of employee who was employed for a part of the financial year and had received of remuneration for any part of year at the rate not less than Rs.8.50 Lac p.m.</u> Name: Designation: Remuneration received: Nature of employment: Qualification & experience of the employee: Date of commencement of the employment: The age of such employee: Last employment held by such employee before joining the Company: % of equity held by the employee in the Company: Whether relative of Director/Manager of the Company:	N.A.
3.	<u>Details of employee who was employed throughout or part of the financial year and had received remuneration in excess of the remuneration received by MD or WTD or manager and holding not less than 2% equity shares of the Company</u> Name: Designation: Remuneration received: Nature of employment: Qualification & experience of the employee: Date of commencement of the employment: The age of such employee: Last employment held by such employee before joining the Company: % of equity held by the employee in the Company: Whether relative of Director/Manager of the Company:	N.A.

For and on behalf of the Board




Prashant Kumar Jaiswal
(Chairman & Director)
DIN: 00045322

Place: Kolkata
Date: 09-12-2020

ANNEXURE

ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

BARRING A FEW DONATIONS FOR SUPPORTING EDUCATION OF METALLY CHALLANGED CHILDREN AND FOR PROMOTING HEALTH CARE, THE COMPANY HAS ENVISAGED TO DONATE TO 'CLEAN GANGA' AND 'PRIME MINISTER'S NATIONAL RELIEF' FUNDS FOR THE CSR LIABILITY ACCRUING UPTO FINANCIAL YEAR 2017-18.

WEBLINK - www.ripleygroup.co.in

2. The Composition of the CSR Committee:
THE COMMITTEE IS CONSTITUTED WITH TWO DIRECTORS
3. Average net profit of the company for last three financial years:
RUPEES 80,68,83,272/-
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above).
RUPEES 1,61,37,665/-
5. Details of CSR spent during the financial year:
 - (a) Total amount to be spent for the financial year -
RUPEES 2,88,90,538/- ACCUMULATED
 - (b) Amount unspent, if any –
NIL
 - (c) Manner in which the amount spent during the financial year is detailed below:

(1) S.N o.	(2) CSR project or activity identified	(3) Sector in which the project is covered	(4) Projects or program s (1) Local area or other (2) Specify the State and district where projects or Program s was underta ken	(5) Amount outlay (budget) project or program s - wise	(6) Amount spent on the projects or programs Sub- heads: (1)Direct expenditur e on projects or programs (2) Over heads:	(7) Cumulative expenditure up to the reporting period	(8) Amount spent Direct or through implementing agency
1.	EDUCATIO N	PROMOTI NG EDUCATIO N FOR	LOCAL, WEST BENGA L		500000	1000000	IMPLEMNTIN G AGENCY


		DIFFERENTLY ABLED CHILDREN					
2.	HEALTH CARE	HEALTH CARE FOR CHILDREN AND IN RELATION TO LIVER & KIDNEY	LOCAL, WEST BENGAL		60,31,220	7131220	IMPLEMENTING AGENCIES
3.	ENHANCING VOCATIONAL SKILLS	DEVELOPING FOOTBALL SKILLS IN UNDERPRIVILEGED YOUTHS	OTHERS, WEST BENGAL			3500000	IMPLEMENTING AGENCY
4	ENVIRONMENT	CLEAN GANGA PROJECT	CENTRAL FUND		6859318	6859318	IMPLEMENTING AGENCY
5	DISASTER MANAGEMENT	PM'S NATIONAL RELIEF & STATE FUNDS	CENTRAL & STATE GOVT FUNDS		15500000	15500000	IMPLEMENTING AGENCIES
TOTAL					28890538	33990538	

*Give details of implementing agency:

Nabo Prayas School
 MB-SAIL Football Academy
 Institute of Child Health
 Institute of Liver & Dig Sc (Liver Foundation)
 Clean Ganga' project
 Prime Minister's National Relief
 Bholanath Chak Memorial Trust
 Kidney Care Society
 Shree Ranjani Foundation Trust
 WBSERF
 OCMRF

6. In case the company has failed to spend the two per cent of the average profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

THE CSR COMMITTEE DECLARES THAT THE IMPLEMENTATION AND MONITORING OF CSR POLICY, IS IN COMPLIANCE WITH CSR OBJECTIVES AND POLICY OF THE COMPANY.

	<p>Ripley & Company Stevedoring & Handling Pvt. Ltd.</p>  <p>Director</p>	NOT APPLICABLE
(Chief Executive Officer or Managing Director or Director)	(Chairman CSR Committee)	<p>(Person specified under clause (d) of sub-section (1) of section 380 of the Act)</p> <p>(Wherever applicable)</p>