



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

www.ripleygroup.co.in

CIN : U73100WB2000PTC091705

SHIP OWNING - STEVEDORING - TRANSLOADING - CHA - BARGING - TRADING - MINING - DREDGING

**CORP. & REGD. OFFICE:**

22, LEE ROAD  
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**VISAKHAPATNAM OFFICE:**

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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, 2024**.

### 1. Financial Results.

(Amount in INR 'Lacs)

PARTICULARS	2023-2024	2022-2023
Revenue from Operations	1,10,092.67	1,40,060.45
Other Income	4,936.06	5,355.40
Total Expenses	(96,649.20)	(1,26,869.18)
<b>PROFIT BEFORE EXCEPTIONAL ITEMS &amp; TAX</b>	18,379.53	18,546.67
Exceptional Items	-	-
<b>PROFIT/ (LOSS) BEFORE TAXATION</b>	18,379.53	18,546.67
<b>PROVISION FOR TAXES:</b>		
Current Tax (including Deferred Tax)	4,927.99	4,971.37
<b>PROFIT/ (LOSS) AFTER TAX</b>	13,451.54	13,575.30
<b>Balance Carried to Balance Sheet</b>	13,451.54	13,575.30

### 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 INR 13451.54 Lacs to Balance Sheet as stated in point 1 above under the head "Reserves & Surplus".

**4. Buy Back of Equity Shares**

The Company has bought back 8,300 paid up equity shares on 17<sup>th</sup> November, 2023. The paid-up Equity Share of the Company has been reduced from 5,00,000 Equity Shares to 4,91,700 Equity Shares of Rs.10/- each during the year under review

**5. 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.

**6. 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.

**7. 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 : ₹ 9440.49 Lacs

Foreign exchange outgo : ₹ 17184.69 Lacs

**8. Risk Management Policy.**

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

**9. Corporate Social Responsibility (CSR) Policy**

Two of the directors constituting CSR committee, formulates CSR policy and monitors its execution. Board has reviewed recommendations of CSR Committee. Accordingly, liability for Rs. 366.15 lacs for financial year 2023-24 was discharged by donating Rs.367.00 lacs to different institutions. The Annual Report on CSR Activities is attached to this report.

**10. Deposits**

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

**11. 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.

**12. Particulars of Contracts or Arrangement Made With Related Parties.**

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



**13. Details of Subsidiary, Joint Venture or Associates.**

The Company has 8 (eight) Subsidiaries consisting of 7 (seven) Companies and 1 (one) LLP; 3 (three) Associates consisting of 2 (two) Companies and 1 (one) LLP and 1 (one) Joint Venture Company during the year under review as disclosed in Notes on Accounts as a part of Financial Statement. A statement containing the salient features of Subsidiaries and Associate/Joint Venture companies have been furnished in Form AOC-1 and is attached to this report.

**14. Consolidated Financial Statements.**

The Consolidated Financial Statements have been prepared in accordance with Ind AS.

**15. 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 is not applicable to the Company.

**16. Directors**

There was no new appointment and/ or resignation of any Director or KMP and/ or any other change has been made in the Board during the period under review.

**17. Declaration of Independent Directors.**

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

**18. 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 and the Practicing Company Secretary in their reports.

**19. Web-Link of Annual Return**

Pursuant to the provisions of Rule 12 of the Companies (Management and Administration) Amendment Rules, 2021, the Company is no more required to furnish the extract of Annual Return as on the financial year ended on 31st March, 2024 in Form No.MGT-9 with this Report. The website where Annual Return can be found, is [www.ripleygroup.co.in](http://www.ripleygroup.co.in).

**20. Number of Board Meetings**

The Company had 11 (Eleven) board meetings on 15.06.2023, 31.07.2023, 14.08.2023, 18.09.2023, 25.09.2023, 09.10.2023, 10.10.2023, 15.12.2023, 07.02.2024, 15.03.2024, and 28.03.2024 during the year under review.

**21. 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] were appointed as Statutory Auditors of the Company for a period of 5 years in the Annual General Meeting (AGM) held on 30.12.2020 and to hold office till the conclusion of the AGM to be held in the year 2025.

**22. Internal Financial Control**

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

**23. 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 2024, 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, 2024 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.

**24. 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.

**25. 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.

**26. Secretarial Audit.**

Secretarial Audit was conducted by Mr. Mukesh Chaturvedi, Practicing Company Secretary, under section 204 of the Companies Act, 2013 and the copy of the Secretarial Audit Report is attached to this report.

**27. Cost Record**

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



**28. Particulars of Employees**

Details of remuneration where it exceeds the prescribed limit as mentioned in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is furnished in Annexure to this report.

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

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

**30. Disclosure under Clauses (xi) and (xii) of Rule 8(5) of the Companies (Accounts) Rules, 2014**

There has been neither any application made nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the period under review. There has been no instance of onetime settlement and/ or loan taken from any bank or financial institution during the period under review.

**31. Acknowledgements**

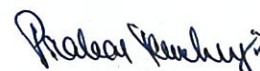
Your Directors express their sincere appreciation to the valued shareholders, bankers, clients and others associated with the Company for their support.

**For and on behalf of the Board**



**PRASHANT KUMAR JAISWAL**  
(Director)

DIN:00045322



**PRABAL MUKHERJEE**  
(Director)

DIN:50259069

Place: Kolkata

Date: 25.09.2024



**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 in Lakhs)**

Sl. No.	Particulars	Details							
1.	Name of the Subsidiary(ies)	Ripley Offshore Pvt Ltd	Ripley Shipping Pvt Ltd	Ripley Infrastructure Pvt Ltd	Ripley Northern Dredging Pvt. Ltd.	Finekraft Builders LLP	Ripley Overseas Pte Ltd, Singapore	Ripley Commodities FZ LLC	Ripley International DMCC
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.	N.A.	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= 61.8053 INR	USD= 83.3739 INR	USD= 83.3739 INR
4.	Share Capital	1.00	10.00	1.00	1.00	1.00	8.37	22.70	22.70
5.	Reserves & Surplus	135.07	(113.93)	(858.84)	(446-.97)	(0.21)	91.40	1467.52	202.67
6.	Total Assets	3937.01	549.00	3599.97	437.63	0.78	3510.63	16684.02	24421.98
7.	Total Liabilities	3937.01	549.00	3599.97	437.63	0.78	3510.63	16684.02	24421.98
8.	Investments	-	-	3588.00	-	-	-	75.59	-
9.	Turnover	1797.42	0.00	0.00	0.00	0.00	-	12367.11	0.00
10.	Profit before Taxation	(5.74)	(1.95)	(256.97)	3.90	(0.10)	10.56	76.78	260.49
11.	Provision for Taxation	-	(0.51)	-	0.61	-	-	-	-
12.	Profit after Taxation	(5.74)	(1.45)	(256.97)	3.29	(0.10)	10.56	76.78	260.49
13.	Proposed Dividend	-	-	-	-	-	-	-	-
14.	% of Shareholding	74	100	100	55	51	100	100	100

- 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.
  - Rate of Exchange as on 31<sup>st</sup> March, 2024



## 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	Ripley JRC Ventures Private Limited
1. Latest Audited Balance Sheet Date	31.03.2024	31.03.2024	31.03.2024	31.03.2024
2. Shares of Associates/ Joint Ventures held by the company on the year end				
No.	50,000	71,83,400	N.A	2,500
Amount of Investment in Associates/ Joint Ventures (Rupees in Lakhs)	5.00	718.34	25.00	0.25
Extend of Holding (%)	50%	7.33%	50%	25%
3. Description of how there is significant influence	Associated Company	Associated Company	Associated Company	Joint Venture Company
4. Reason why the Associates/ Joint Ventures is not consolidated	N.A	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 (Rs. In Lakhs)	370.64	3080.78	(30.78)	(6.10)
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.

For and on behalf of the Board

Place: Kolkata  
 Date: 25.09.2024

PRASHANT KUMAR JAISWAL  
 (Director)  
 DIN: 00045322

PRABAL MUKHERJEE  
 (Director)  
 DIN: 50259069



**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><b>1. OSL Ripley Shipping Pvt Ltd -</b> Reporting Company holds 50% equity shares in this Company which is a SPV.</p> <p><b>2. Ripley &amp; Co. Ltd -</b> One of the Directors of the Reporting Company is a shareholder of the Company.</p> <p><b>3. Netincon Marketing Pvt Ltd -</b> One of the Reporting Company's Director and his relatives are shareholders of the Company.</p> <p><b>4. Ripley Offshore Pvt Ltd -</b> Reporting Company holds 74% equity shares in this Company which is a SPV.</p>



	<p><b>5. Cosmos Food Exports Pvt Ltd-</b> Reporting Company's Director and his relatives are shareholders of the Company.</p> <p><b>6. Netincon Logistics Pvt Ltd –</b> Reporting Company's Director and his relatives are shareholders of the Company.</p> <p><b>7. Haldia Floating Terminal Pvt Ltd –</b> Reporting Company has a common Director.</p> <p><b>8. Pratidin Prakashani Pvt Ltd –</b> Reporting Company's Director is a Shareholder.</p> <p><b>9. Kalinga International Coal Terminal Paradip Pvt Ltd –</b> SPV Company in which Reporting Company and its wholly owned subsidiary together hold 33.33% shares.</p> <p><b>10. Ripley JRC Ventures Pvt Ltd –</b> SPV Company in which one of its directors is a director of the Reporting Company and in which Reporting Company is holding 25% shares.</p> <p><b>11. Panbulk Shipping India IFSC Pvt Ltd –</b> Stepdown subsidiary of a foreign company controlled by the Reporting Company and one of its shareholders.</p> <p><b>12. Ripley Pioneer India IFSC Pvt Ltd –</b> Stepdown subsidiary of a foreign company controlled by the reporting company and one of its shareholders.</p> <p><b>13. Ripley Commodities FZ LLC –</b> A wholly owned subsidiary of the Reporting Company.</p> <p><b>14. KBR Logistics LLP –</b> Relative of one of the directors of the Reporting Company is a partner.</p>
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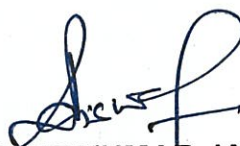
		<b>15. RSR Business Consultants LLP –</b> One of the directors of the reporting company is a partner.
2.	Nature of contracts/ arrangements/ transaction	<b>1. Hiring of two mobile harbour cranes to OSL Ripley Shipping Pvt Ltd.</b>  <b>2. Supports in regard to services provided by Ripley &amp; Co Ltd to the Reporting Company.</b>  <b>3. Netincon Marketing Pvt Ltd</b> provided agency services to the Reporting Company which also provided port related services to it.  <b>4. Ripley Offshore Pvt Ltd.-</b> Purchase of lighterage services.  <b>5. Cosmos Food Exports Pvt Ltd –</b> Services for goods transportation through Inland Waterways.  <b>6. Netincon Logistics Pvt Ltd –</b> Services for goods transportation through Inland Waterways.  <b>7. Haldia Floating Terminal Pvt Ltd –</b> Handling services provided by the Reporting Company.  <b>8. Pratidin Prakashani Pvt Ltd –</b> Advertisements for the Reporting Company.  <b>9. Kalinga International Coal Terminal Paradip Pvt Ltd –</b> Cargo handling, storage and berth hiring services to Reporting Company.  <b>10. Ripley JRC Ventures Pvt Ltd –</b> Port services provided by Reporting Company.  <b>11. Panbulk Shipping India IFSC Pvt Ltd –</b> Ocean freight provided to Reporting Company.



		<p><b>12. Ripley Pioneer India IFSC Pvt Ltd –</b> Ocean freight provided to Reporting Company.</p> <p><b>13. Ripley Commodities FZ LLC –</b> Management services provided to Reporting Company.</p> <p><b>14. KBR Logistics LLP –</b> Cargo handling services provided to Reporting Company.</p> <p><b>15. RSR Business Consultants LLP –</b> Professional services provided to Reporting Company.</p>
3.	Duration of the contracts/ arrangements/ transaction	<p>1. 5 years with <b>OSL Ripley Shipping Pvt Ltd.</b></p> <p>2. 15 years with <b>Ripley Offshore Pvt Ltd.</b></p> <p>3. Short term contracts with <b>Kalinga International Coal Terminal Paradip Pvt Ltd.</b></p> <p>4. Short term contracts with <b>Ripley JRC Ventures Pvt Ltd.</b></p> <p>5. Short term contracts with <b>Panbulk Shipping India IFSC Pvt Ltd.</b></p> <p>6. Short term contracts with <b>Ripley Pioneer India IFSC Pvt Ltd.</b></p> <p>7. Short term contracts with <b>Ripley Commodities FZ LLC</b></p> <p>8. Short term contracts with <b>KBR Logistics LLP</b></p> <p>9. 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 Orders were issued or arrangements made from time to time and the price was revised whenever agreed. It is at fair market price.</p>

		2. The transactions with all companies are undertaken in ordinary course of business and at fair market prices prevailing on the date of agreements with revisions as and when required..
5.	Date of approval by the Board	<p>1. Approval of the Board was revised on 4<sup>th</sup> January, 2021 for the transactions with OSL Ripley Shipping Pvt. Ltd.</p> <p>2. The Board has approved contracts as and when required for all other companies.</p>
6.	Amount paid as advances, if any	N.A.

For and on behalf of the Board



PRASHANT KUMAR JAISWAL  
(Director)  
DIN: 00045322



PRABAL MUKHERJEE  
(Director)  
DIN: 05259069

Place: Kolkata  
Date: 25.09.2024





**ANNEXURE**

**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. Srinjoy Bose Employee Rs.1.80 Crores Permanent Graduate, 23 Yrs experience 01-04-2018 48 Years N.A NIL Yes
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  
(Director)  
DIN: 00045322

Prabal Mukherjee  
(Director)  
DIN: 05259069

Place: Kolkata  
Date: 25.09.2024

## [Annexure -II]

Annual Report on CSR Activities to be Included in the Board's Report For Financial Year  
Commencing on or After 1st Day of April, 2020

1. Brief outline on CSR Policy of the Company. *The Company has envisaged a policy assisting differently abled section of the society.*

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	PRASHANT KUMAR JAISWAL	Director	4	4
2.	GOLDEN SINHA	Director	4	4

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. – [www.ripleygroup.co.in](http://www.ripleygroup.co.in)

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). – *Not Applicable*

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any - NIL

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1			
2			
3			
	<b>Total</b>		

6. Average net profit of the company as per section 135(5). : Rs. 183,07,43,345.00

7. (a) Two percent of average net profit of the company as per section 135(5) : Rs. 3,66,14,867.00

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. Rs. NIL

(c) Amount required to be set off for the financial year, if any Rs. NIL



(d) Total CSR obligation for the financial year (7a+7b-7c): Rs 3,66,14,867.00

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
3,67,00,000.00	NIL	-	-	NIL	

(b) Details of CSR amount spent against ongoing projects for the financial year: NIL

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State .	District.						Name	CSR Registration number.
1.												
2.												
3.												

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1.	Promoting Health	Healthcare	Yes	West Bengal	Kolkata	3,51,00,000.00	No	The Kidney Care Society	CSR00004497

2.	Promoting Health	Healthcare	Yes	West Bengal	Kolkata	5,00,000.00	No	Institute of Child Health	CSR00012432
3.	Promoting Education	Education	Yes	West Bengal	Kolkata	5,00,000.00	No	Behala Naba Prayas	CSR00028000
4.	Promoting Education	Education	Yes	West Bengal	Kolkata	1,00,000.00	Yes	-	-
5.	Promoting Vocational Skills	Sports	Yes	West Bengal	Kolkata	5,00,000.00	Yes	-	-
<b>Total</b>						<b>3,67,00,000.00</b>			

(d) Amount spent in Administrative Overheads : *NIL*

(e) Amount spent on Impact Assessment, if applicable : *N.A.*

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : Rs.3,67,00,000.00

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	3,66,14,867.00
(ii)	Total amount spent for the Financial Year	3,67,00,000.00
(iii)	Excess amount spent for the financial year [(ii)-(i)]	85,133.00
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	85,133.00

9. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.).	Date of transfer.	
1.							
2.							
3.							
	Total						



(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): NIL

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
1								
2								
3								
	Total							

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year - NIL

(asset-wise details).



(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

 <b>(Golden Sinha)</b> <b>Director</b> (Chief Executive Officer or Managing Director or Director).	 <b>(Prashant Kuman Jaiswal)</b> <b>Chairman</b> (Chairman CSR Committee).	NOT APPLICABLE  [Person specified under clause (d) of sub-section (1) of section 380 of the Act] (Wherever applicable).
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# Mukesh Chaturvedi

(Company Secretary in whole time Practice)  
B.Com (Hons) LLB, DSW, FCS

169, Arabinda Sarani,

Kolkata – 700 006

Mobile No.: 9830276262

Email Id- [csmukeshc@gmail.com](mailto:csmukeshc@gmail.com)

## SECRETARIAL AUDIT REPORT

Form No. MR-3

FOR THE FINANCIAL YEAR ENDED 31.03.2024

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended]*

To,

The Members,

**RIPLEY & COMPANY STEVEDORING & HANDLING PVT LTD**

22, Lee Road, Flat – C2, 1<sup>st</sup> Floor, Block-C,

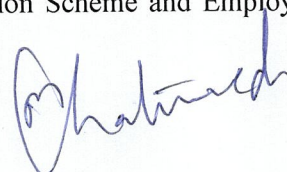
Kolkata - 700020

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RIPLEY & COMPANY STEVEDORING & HANDLING PRIVATE LIMITED** (hereinafter called the company) having CIN: U73100WB2000PTC091705. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **RIPLEY & COMPANY STEVEDORING & HANDLING PRIVATE LIMITED**, books, papers, minute books, forms and returns filed (certain forms were filed late with additional fees) and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2024 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms (except one Form MGT-14 which company is in the process of filing) and returns filed and other records maintained by **RIPLEY & COMPANY STEVEDORING & HANDLING PRIVATE LIMITED**, (“the Company”) for the financial year ended on 31.03.2024 according to the provisions of:

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





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- e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **Not Applicable**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – **Not Applicable**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**
- i) The Securities and Exchange Board of India (Shares based Employee Benefits) Regulations, 2014; **Not Applicable**
- j) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- k) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable**
- l) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

(vi) Again, the Company has complied with provisions of applicable labour laws.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company, being a private company, has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

## I further report that

The Board of Directors of the Company is duly constituted with four Non-Executive Directors. The Company has no Executive Directors and Key Managerial Personnel. There was no change in the composition of the Board of Directors during the period under review.

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

All decisions at the Board Meetings are carried out unanimously/ by requisite majority as recorded in the Minutes of the Meeting of the Board of Directors.

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

Place : Kolkata  
Date : 23.09.2024



**Mukesh Chaturvedi**  
**A Peer-Reviewed Practicing Company Secretary**

**FCS: 11063**

**CP: 3390**

**Peer Review Certificate No.:939/2020**

**UDIN: F011063F001293751**

This report is to be read with Annexure A which forms an integral part of this report.

# Mukesh Chaturvedi

(Company Secretary in whole time Practice)  
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169, Arabinda Sarani,

Kolkata – 700 006

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Email Id- [csmukeshc@gmail.com](mailto:csmukeshc@gmail.com)

## Annexure A

To,

The Members,

**RIPLEY & COMPANY STEVEDORING & HANDLING PVT LTD**

22, Lee Road, Flat – C2, 1<sup>st</sup> Floor, Block-C,

Kolkata - 700020

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

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

Place : Kolkata

Date : 23.09.2024



**Mukesh Chaturvedi**

**A Peer-Reviewed Practicing Company Secretary**

**FCS: 11063**

**CP: 3390**

**Peer Review Certificate No.:939/2020**

**UDIN: F011063F001293751**