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13th ANNUAL REPORT
2022 - 2023

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**MANAGING DIRECTOR'S
MESSAGE**



In the current scenario of widespread market, we understand that the essential ingredient of our success is meeting the expectations of the customers.

On behalf of Retina Paints Limited, I would like to thank our valuable Shareholders, customers, distributors, suppliers and the employees of our organization who are the pillars of our success and are the ones who brought Retina what it is today.

THANK YOU INVESTORS!!

The Equity issue by the company amounting to 37,00,000 shares has attracted huge interest from the investor fraternity and the issue oversubscribed by more than 8 times.

HISTORIC MOMENT!!

On 03rd May, 2023, Company's Shares got listed in BSE SME Platform.



ENGAGEMENT OF SHRI. KONA
SRIKAR BHARAT AS OUR BRAND
AMBASSADOR



Wicket Keeper Batter Shri. Kona Srikar Bharat, a member of the Indian Cricket Team has been engaged as the Brand Ambassador of the Company on 25th June, 2023.

A colorful function was held at Hotel Marriot, Tank Bund Road, Secunderabad on Sunday the 25th June, 2023.

In the presence of large media Shri. Kona Srikar Bharat was felicitated and welcomed by the MD Shri. Rakesh Dommati and other senior management of the company.

Shri. Kona Srikar Bharat spoke about his happiness about his association with Retina.

The Company expects the joining of Shri. Kona Srikar Bharat will add value in its plans of expanding the business, PAN India.



GRAND RE-LAUNCH OF OUR PRODUCTS & DEALERS MEET



The “Mission” of the Company is to enlarge its presence across all regions of the country and possibly across countries.

As a first step to achieve its mission, the Company, on July 09, 2023 convened a Dealers Meet and Re-Launched its products at Aalankrita Resorts, Hyderabad.



The “Vision” of the Company is to ensure that everyone who uses its products derive value for money thereby making available high-quality products at a right price attractive to the consumers.



A brief description and the characteristics of some of our products that were re-launched on 09th July, 2023 are provided here.

Retina Glow Premium is a water based Premium Emulsion has a rich and smooth finish. It gives Luxurious look to home with long lasting film that keeps house as good as new for long time.

INTERIOR EMULSIONS



Retina Royal Vogue is a water based interior luxury Emulsion. It has excellent scrub resistance and washability with anti-algal and anti-fungal properties. It has smooth and glossy finish with water resistance properties.

USP: High Sheen Luxury Emulsion

USP: Clean Wash & Non-Stain Premium Emulsion



Retina Glow Advanced has excellent smooth matt finish. It is better than distempers. It has more coverage and properties with anti-algal and anti-fungal.

USP: Anti-Algal and Anti-Fungal Matt Finish Interior Emulsion.

PRIMERS



Retina Eco Damp is a water proof and heat resistance base coat with a fiber reinforced elastomeric water proofing. Primer formulated with elastomeric and water dispersible glass fiber. It forms a thick film with high DFT gives excellent water proofing.

USP: Damp Proof and Heat Resistance Coat.



Retina Jet Advanced is an Exterior Primer with ideal combination of pigments and extenders to ensure deep penetrations and sealing of porous surfaces. It makes surface less absorbent and increases the spreading capacity.

USP: Acrylic Based Exterior Primer.



Retina Eco Advanced is specially formulated by using pure acrylic emulsions for exterior walls. It is water-based wall primer that gives tough film layer with excellent opacity and smooth finish.

USP: Waterproof Exterior Primer.



Retina X - Gen+ is an acrylic cement primer which gives the superior adhesion and better performance of a paint film.

USP: Multi-Purpose Primer.

EXTERIOR EMULSIONS



Retina Weather Expert is a weather proof, water proof 100% acrylic smooth finish emulsion. It has outstanding colour retention. It also has Anti-Algae, Anti-Fungal properties and UV protection.

USP: 3 in 1 Antidust / Waterproof / Damp Proof.



Retina Expo Advanced is an exterior emulsion with good colour retention properties. It is suitable for exterior walls for smooth finish and high durability.

USP: Durable Exterior Emulsion.

EMULSIONS / DISTEMPERS



Retina Expo Ultimax is an advanced exterior wall finish which withstands extreme tropical conditions with anti-algal properties and outstanding colour retention.

USP: Premium Exterior Emulsion.



Retina Zing+ is an interior & exterior emulsion which has excellent smooth matt finish. It has more coverage and hiding properties with anti-algal and anti-fungal.

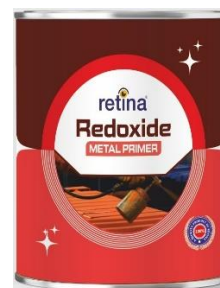
USP: Anti-Algae and Anti-Fungal Exterior / Interior Emulsion.

OTHER PRODUCTS



Retina Spark Acrylic Washable Distemper is a water based acrylic interior wall paint. It gives the walls a smooth matt finish.

USP: High Quality Distemper.



Retina Eye Premium Acrylic Washable Distemper is a water based interior wall paint. It gives the walls smooth matt finish with durability.

USP: Economy Distemper.



*Say Yes to Retina!
fill your life with colors 😊*

CORPORATE INFORMATION

BOARD OF DIRECTORS

S. NO	NAME	DESIGNATION
1	SHRI. RAKESH DOMMATI	MANAGING DIRECTOR
2	SMT. KOYYADA RAJITHA	WHOLE TIME DIRECTOR
3	SMT. CHITHRA RAMU	NON – EXECUTIVE DIRECTOR
4	SHRI. C.N. SRINIVASAN	INDEPENDENT DIRECTOR
5	SHRI. ARUNACHALAM MANIKANDAN	INDEPENDENT DIRECTOR
6	SHRI. SRIKANTH SOMEPALLI	INDEPENDENT DIRECTOR

KEY MANAGERIAL PERSONNEL

S. NO	NAME	DESIGNATION
1	SHRI. K. RAMU	COMPANY SECRETARY & COMPLIANCE OFFICER
2	SMT. RAMYA RAMAKRISHNAN	CHIEF FINANCIAL OFFICER

COMPOSITION OF COMMITTEES

AUDIT COMMITTEE

S. NO	NAME	DESIGNATION
1	SHRI. C.N. SRINIVASAN	CHAIRMAN
2	SHRI. ARUNACHALAM MANIKANDAN	MEMBER
3	SHRI. RAKESH DOMMATI	MEMBER

NOMINATION AND REMUNERATION COMMITTEE

S. NO	NAME	DESIGNATION
1	SHRI. ARUNACHALAM MANIKANDAN	CHAIRMAN
2	SHRI. SRIKANTH SOMEPALLI	MEMBER
3	SMT. CHITHRA RAMU	MEMBER

STAKEHOLDERS RELATIONSHIP COMMITTEE

S. NO	NAME	DESIGNATION
1	SHRI. SRIKANTH SOMEPALLI	CHAIRMAN
2	SMT. CHITHRA RAMU	MEMBER
3	SHRI. RAKESH DOMMATI	MEMBER

OTHER INFORMATION

<p><u>REGISTERED OFFICE:</u></p> <p>Block No. 2, 2nd and 3rd Floors, Survey No. 184 & 185, Opp. Ganesh Kaman, Phase V, IDA, Cherlapally, Medchal Malkajgiri, Telangana – 500 051.</p>	<p><u>FACTORY:</u></p> <p>1. Survey No.19 Part 21 Part, 21 Part, RayaraoPet Village, Bibi Nagar Mandal, Bibinagar, Telangana 508126</p> <p>2. Plot No. 8/1B, Road No. 9, Nacharam, Medchal Malkajgiri, Telangana – 500 076.</p>
<p><u>REGISTRAR & TRANSFER AGENT:</u></p> <p>BTS Consultancy Services Private Limited M.S. Complex, Plot No. 8, (Near RTO, Kolathur) Sastri Nagar, Rettery, Kolathur, Chennai – 600099.</p>	<p><u>STATUTORY AUDITORS:</u></p> <p>C M T & Associates, Chartered Accountants, H No: 6-3-664, Flat No. 101, B Block Prestige Rai Towers, Opp NIMS Panjagutta, Hyderabad, Telangana – 500 082.</p>
<p><u>INTERNAL AUDITORS:</u></p> <p>M M R S & Co, Chartered Accountants, A-12, Madhuranagar, Hyderabad -500 038.</p>	<p><u>SECRETARIAL AUDITORS:</u></p> <p>MVK & Associates, Parameswara Apartments # 6-3-626, 5th Floor, 5 - A Anand Nagar, Khairatabad Hyderabad-500004.</p>
<p><u>LISTING:</u></p> <p>BSE LIMITED – SME PLATFORM PJ Towers, Dhalal Street, Mumbai – 400 001.</p>	<p><u>BANKERS:</u></p> <p>CANARA BANK Nacharam Branch, Hyderabad.</p>

NOTICE OF 13TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 13th Annual General Meeting (AGM) of the members of **Retina Paints Limited** will be held on Friday, the 29th day of September, 2023 at 10.00 A.M **through Video Conferencing** or **Other Audio Video Means** to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited Financial Statements.

Consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon.

Item No. 2 - Re-appointment of a Director liable to retire by rotation.

Appoint a director in place of Smt. Chithra Ramu (**DIN 02326177**) who retires by rotation and being eligible, offers herself for re-appointment.

Item No. 3 - Appointment of M/s. CMT & Associates, Chartered Accountants as Statutory Auditors of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendations of the Audit Committee, M/s. CMT & Associates, Chartered Accountants, Hyderabad, be and are hereby appointed as Statutory Auditors of the Company for a term of five years to hold office from the conclusion of this 13th Annual General Meeting till the conclusion of the 18th Annual General Meeting on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.”

“RESOLVED FURTHER THAT the Board of Directors or the Company Secretary be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of the necessary e forms with the Registrar of companies.”

SPECIAL BUSINESS:

Item No. 4 - Increase the authorized share capital of the Company and consequential amendment in Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs.16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crore and Sixty Lakhs only) Equity Shares of Rs.10/- each to Rs. 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores only) Equity Shares of Rs.10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, to substitute the existing Clause V with the following:

“V. The Authorized Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores only) equity shares of Rs.10/- (Rupees Ten only). The Company shall have power from time to time to increase, reduce or alter its share capital and issue any shares in original or new capital as equity or preference shares.”

“RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Place: Hyderabad
Date: 01.09.2023

By order of the Board
For Retina Paints Limited
Sd/-
Krishnamachari Ramu
Company Secretary

NOTES:

1. Post Covid-19, situations and the current scenario, the general meetings of the companies shall be conducted as per the various guidelines issued by the Ministry of Corporate Affairs (MCA) from time to time the last being, Circular No.10/2022 dated 28.12.2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.retinapaints.com. The Notice can also be accessed from the website of BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. In continuation of Ministry's various circulars, the last being Circular No.10/2022 dated 28.12.2022, MCA has clarified that AGMS for the year ended 31st March 2023 can be held using VC/OAVM until September 30,2023.
8. As per various MCA General Circulars the last being Circular No.10/2022 dated 28.12.2022 read with various SEBI Circulars, the last being Circular No. SEBI/HO/CFD/PoD – 2/P/CIR/2023/4 dated 05.01.2023 the Notice of 13th AGM along with Annual Report has been sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository participant. Those Shareholders whose email IDs are not registered, are requested to register their email ID with Registrar & Share Transfer Agent (RTA) by submitting form ISR-1 to the Company's Registrars and Transfer Agents, M/s. BTS Consultancy Services Private Limited, M.S. Complex, Plot No. 8, (Near RTO, Kolathur) Sastri Nagar, Rettary, Kolathur, Chennai – 600099.
9. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Secretarial Standard-2 on General Meetings, in respect of the Director seeking re-appointment at the AGM is furnished as an annexure to the Notice. The concerned Director has furnished consent/ declaration for her appointment as required under the Companies Act, 2013.
10. Pursuant to section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the **Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2023 to 29th September, 2023 (both days inclusive) for the purpose of 13th AGM.**
11. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 will be available for inspection electronically during the 13th Annual General Meeting. Members seeking to inspect such documents can send an email to secretarial@retinapaints.com

12. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on **26th September, 2023, at 09.00 A.M and ends on 28th September, 2023 at 05.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 22nd September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at</p>

	<p>https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the **Retina Paints Limited** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@retinapaints.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@retinapaints.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@retinapaints.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to btschennai@gmail.com with a copy to secretarial@retinapaints.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

GENERAL INSTRUCTIONS

1. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or to the Company's Registrar and Share Transfer Agent.
2. M/s. BTS Consultancy Services Private Limited, M.S. Complex, Plot No. 8, (Near RTO, Kolathur) Sastri Nagar, Rettary, Kolathur, Chennai – 600099 is the Company's Registrar and Share Transfer Agent (RTA) for physical transfer of shares and all correspondence may be addressed directly to them. In respect of shares held in dematerialized form, Members may send requests or correspond through their respective Depository Participants.
3. Members are requested to register / update their email ID's and addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agent (RTA). Members holding shares in physical form, in their own interest, are requested to dematerialize their shares to avail the benefits of electronic trading/holding and to facilitate share transfer.
4. Members who have multiple folios in identical names in the same order are requested to send all the Share Certificates either to the Company addressed to the Registered Office or to the Company's Registrar and Share Transfer Agent for consolidation of such folios into one to facilitate better services.
5. All documents referred to in the Notice calling the 13th Annual General Meeting is available for inspection. Members seeking to inspect such documents can send an e-mail to secretarial@retinapaints.com. The said documents will also be available for inspection electronically during the 13th Annual General Meeting.

VOTING THROUGH ELECTRONIC MEANS

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the Members to exercise their votes electronically through the electronic voting service provided by the Central Depository Services (India) Limited.

A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut Off Date i.e **22nd September, 2023** shall be entitled to exercise his/her vote either electronically i.e. remote e-voting.

The Company has appointed M/s. MVK & Associates, Practicing Company Secretaries, Hyderabad to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

The scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company and make, not later than two working days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any to the Chairman or a person authorized by him in writing who shall counter-sign the same. Thereafter, the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.

The results declared along with the scrutinizer's report will be placed on the Company's web-site www.retinapaints.com and on the web-site of CDSL immediately after the result is declared by the Chairman/Authorized person and the results will also be communicated to the Stock Exchange where the shares of the Company are listed.

Place: Hyderabad
Date: 01.09.2023

By order of the Board
For Retina Paints Limited
Sd/-
Krishnamachari Ramu
Company Secretary

THE EXPLANATORY STATEMENT, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE ACT, 2013) IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT AS REQUIRED UNDER REGULATION 36 (5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Item No.3

During the financial year 2022 - 23, M/s. CMT & Associates, Chartered Accountants, Hyderabad was appointed as the Statutory Auditors of the Company to fill the casual vacancy due to the resignation of M/s. KP Associates, Chartered Accountants, Hyderabad.

Their appointment was duly approved by the shareholders at the Extra-Ordinary General Meeting held on 30th November, 2022.

As M/s. CMT & Associates appointment was to fill the casual vacancy their tenure of appointment comes to an end with this Annual General Meeting. They being eligible in terms of the provisions of Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have given their consent and the eligibility letter to be the Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Sections 139 & other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, the Board of Directors of the Company, based on the recommendations of the Audit Committee, approved the appointment of M/s. CMT & Associates as Statutory Auditor of the Company for a term of five years commencing from the conclusion of this Annual General Meeting till the conclusion of the 18th Annual General Meeting.

Additional information about the Statutory Auditors pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below: -

Terms of Appointment	Five years from the conclusion of the 13 th Annual General Meeting till the conclusion of the 18 th Annual General Meeting.
Proposed Audit fees payable to Auditor and material change in fee	Rs. 4,50,000/- (Rupees Four Lakhs and Fifty Thousand Only) in addition to applicable taxes and reimbursement of out of pocket expenses, if

payable	any and / or such other remuneration as may be decided by the Board from time to time. There is no material change in the fee payable to the Statutory Auditors.
Basis of recommendation and Auditor credentials	CMT & Associates is a firm of Chartered Accountants has over 16 years standing with multi industry and multi-disciplinary experience. They have clients across industries.

Item No.4

The present Authorised Share Capital of the Company is Rs. 16,00,00,000 (Rupees Sixteen Crores Only) comprising of 1,60,00,000 (One Crore and Sixty Lakhs Only) Equity Shares of Rs.10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 01st September, 2023, had accorded its approval for increasing the Authorised Share Capital from Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) to Rs. 20,00,00,000 (Rupees Twenty Crores Only) comprising of 2,00,00,000 equity shares of Rs.10/- each, subject to shareholders approval.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The existing clause V of the Memorandum of Association shall be substituted with the following:

“V. The Authorised Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores Only) equity shares of Rs. 10/- (Rupees Ten Only). The Company shall have power from time to time to increase, reduce or alter its share capital and issue any shares in original or new capital as equity or preference shares.”

A copy of the Memorandum of Association of the Company duly amended will be available for inspection during business hours.

None of the Directors of the Company or their relatives is in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

Place: Hyderabad
Date: 01.09.2023

By order of the Board
For Retina Paints Limited
Sd/-
Krishnamachari Ramu
Company Secretary

ANNEXURE TO THE NOTICE

ADDITIONAL INFORMATION ON THE DIRECTOR RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND AS PER SECRETARIAL STANDARDS - 2

Name of the Director	Smt. Chithra Ramu
Date of Birth	28.04.1966
Age	57
Date of Appointment	25.11.2022
Qualification	B.E. (Electronics & Communication).
Expertise in specific functional areas	20 years of experience in Defense Manufacturing Public Sector Unit.
Terms and Conditions of re-appointment	Her appointment is liable to retire by rotation.
Last Drawn Remuneration	No remuneration paid.
Remuneration proposed to be paid	No remuneration shall be paid except sitting fees.
Names of listed entities from which the person has resigned in the past three years.	NIL
Disclosure of relationship between Directors inter-se	NIL.
Chairmanship / Directorship of other Listed Companies.	NIL
Committee position held in other Listed Companies	Nil
No. of Board Meetings attended during the year 2022 - 2023	4 (Four)
Shareholding in the Company	6,00,000 Equity Shares of Rs.10/- each.

Place: Hyderabad

Date: 01.09.2023

**By order of the Board
For Retina Paints Limited**

Sd/-

**Krishnamachari Ramu
Company Secretary**

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 13th Annual Report of the company together with the audited financial statements for the year ended 31st March, 2023.

FINANCIAL SUMMARY

The Company's financial performance for the year ended 31st March, 2023 is summarised below:

(Rs. In thousands)

PARTICULARS	2022 - 23	2021 - 22
Revenue from Operations	1,09,446.11	72,691.26
Other Income	3,003.76	896.61
TOTAL INCOME	1,12,449.87	73,587.86
Less: Finance Cost	3,857.31	3,275.21
Less: Cost of Materials Consumed	57,773.56	50,464.73
Less: (Increase) / Decrease in Inventories	4,160.05	(9,450.81)
Less: Employee Benefit Expenses	8,935.47	5,144.10
Less: Other Expenses	30,503.34	20,820.04
Profit before Exceptional Items, Depreciation and Tax.	7,220.14	3334.60
Less: Exceptional Items	-	-
Less: Depreciation	3,137.48	990.71
Less: Tax Expenses		
i. Current Tax	962.29	786.38
ii. Deferred Tax	113.29	(6.30)
PROFIT AFTER TAX	3,007.08	1,563.81
Transferred to reserves	-	-
BALANCE CARRIED TO SURPLUS	3,007.08	1,563.81

COMPANY'S STATE OF AFFAIRS

The Company operates in only one segment i.e Manufacturing and Selling of Paints.

- a) Revenue from operations increased to Rs. 1,09,446.11 thousands as against Rs. 72,691.26 thousands in the previous year – a growth of 50.56%.
- b) Profit After Tax (PAT) of the Company stood at Rs. 3,007.08 thousands as against Rs. 1,563.81 thousands for the previous year registering a growth of 92.29% in PAT.

DIVIDEND

No dividend is being proposed for the financial year 2022 – 23.

CHANGE IN STATUS OF THE COMPANY

During the year, your company converted itself into a Public Limited Company w.e.f 26th December, 2022. Also, your company is listed with BSE SME platform w.e.f 03rd May, 2023.

RESERVES

The Company had not proposed to transfer any amount to any of its reserves for the Financial Year 2022 – 23.

CHANGE IN NATURE OF BUSINESS

There is no change in the nature of business of your Company.

SHARE CAPITAL

- a) During the financial year 2022 – 23, the authorised share capital of the Company had been increased from Rs. 2,00,00,000/- (Rupees Two Crores Only) divided into 20,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each.
- b) During the year, the Company allotted 32,70,000 Equity Shares of Rs. 10/- each at Rs, 30/- (Rupees Thirty Only) per share on a Preferential Basis for consideration for cash and for consideration other than cash.
- c) During the year, the Company allotted 51,20,000 Equity Shares of Rs. 10/- each as Bonus to the shareholders at a ratio of 1:1.
- d) The Paidup Share Capital of the Company as on 31st March, 2023, is Rs. 10,24,00,000/- (Rupees Ten Crores and Twenty Lakhs Only) divided into 1,02,40,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each.
- e) Consequent to the Prospectus filed with the BSE and ROC, the Company, on 27th April, 2023, allotted 37,00,000 Equity Shares of Rs. 10/- each at Rs. 30/- (Rupees Thirty Only) per share.

SHARES OR SECURITIES ARE ISSUED FOR CONSIDERATION OTHER THAN CASH

During the year under review, based on the valuation report given by an IBBI Registered Valuer your company allotted 10,70,000 equity shares of Rs. 10/-

each at Rs. 30/- each to Shri. Rakesh Dommatti, Promoter and Managing Director of the Company for consideration other than cash.

ISSUE OF SHARES WITH DIFFERENTIAL VOTING RIGHTS, SWEAT EQUITY SHARES, EMPLOYEE STOCK OPTION, WARRANTS, DEBENTURES, BONDS OR ANY NON-CONVERTIBLE SECURITIES

NIL

CREDIT RATING

As your company has not availed any credit facility requiring credit rating. Hence, the company did not obtain credit rating.

TRANSFER OF SHARES / AMOUNT TO IEPF

During the year under review, the Company had not transferred any amount or Shares to the Investor Education and Protection Fund.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the Regulators / Courts or tribunals that would impact the going concern status of the Company and its future operations.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

NIL

INTERNAL FINANCIAL CONTROL AND RISK MANAGEMENT

The company has an established Internal Financial Control framework including internal controls over financial reporting, operating controls and anti-fraud framework. The frame work is reviewed regularly by the Management and tested by internal audit team and presented to the Audit Committee. Based on periodical testing, the framework is strengthened from time to time, to ensure adequacy and effectiveness of Internal Financial Control.

The established controls are constantly assessed and strengthened with new / revised standard operating procedures. The Company has adopted policies and procedures for ensuring adherence to the Company's policies, safeguarding of its assets, the prevention and detection of frauds and errors,

the accuracy and reliability of accounting records and timely preparation of reliable financial disclosures.

Pursuant to Section 134 (3) (n) of the Companies Act, 2013 the Company has framed a Risk Management Policy. In the opinion of the Board, there is no serious element of risk which may threaten the existence of the Company.

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

During the financial year 2022 – 23, no penalties have been imposed on the company by any regulatory authorities.

PUBLIC DEPOSITS

The Company has not accepted any deposit from the public within the meaning of Chapter V of the Companies Act 2013 during the year ended 31st March 2023.

AUDITORS

I. STATUTORY AUDITORS

During the financial year 2022 – 23, M/s. CMT & Associates, Chartered Accountants, Hyderabad was appointed as the Statutory Auditors of the Company to fill the casual vacancy due to the resignation of M/s. KP Associates, Chartered Accountants, Hyderabad.

The Board wishes to place on record the invaluable contribution and guidance given by M/s. KP Associates, Chartered Accountants, Hyderabad, who had been the Statutory Auditors of the Company from inception.

The Board recommended M/s. CMT & Associates, Chartered Accountants, Hyderabad as the Statutory Auditors of the Company for a term of five years commencing from the conclusion of the 13th Annual General Meeting till the conclusion of the 18th Annual General Meeting.

II. INTERNAL AUDITORS

In accordance with the provisions of Section 139 of the Companies Act, 2013, M/S. M M R S & Co, Chartered Accountants (FRN: 013830S), Hyderabad has been appointed as the Internal Auditors of the Company w.e.f 29th May, 2023.

However, during the financial year 2022 – 23, the provisions of Section 139 of the Companies Act, 2013, were not applicable to your company.

III. SECRETARIAL AUDITORS

In accordance with the provisions of Section 204 of the Companies Act, 2013, M/S. MVK & Associates, Practicing Company Secretaries, Hyderabad has

been appointed as the Secretarial Auditors of the Company w.e.f 29th May, 2023.

However, during the financial year 2022 – 23, the provisions of Section 204 of the Companies Act, 2013, were not applicable to your company.

IV. COST AUDITORS

Your Company is not required to maintain cost records as specified under Section 148(1) of the Companies Act, 2013, and hence, no cost auditors have been appointed.

STATUTORY AUDITOR’S REPORT

The Statutory Auditors' Report for the Financial Year 2022 - 23 does not contain any qualification, reservation or adverse remarks and the same is enclosed with the audited financial statements in this Annual Report.

ANNUAL RETURN

The Draft Annual Return of the Company is available on the company’s website:

<https://retinapaints.com/policy-documents/Draft%20Form%20MGT%20-%207.pdf>

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

Particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, pursuant to the provisions of Section 134 (3) (m) of the Companies Act, 2013, are given in “**ANNEXURE - A**” to this report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the financial year 2022 – 23, provisions of Section 135 of the Companies Act, 2013 were not applicable to your company.

BOARD OF DIRECTORS

S. No	Name	Designation
1	Shri. Rakesh Dommati	Managing Director
2	Smt. Koyyada Rajitha	Whole Time Director
3	Smt. Chithra Ramu	Non – Executive Director
4	Shri. C.N. Srinivasan	Independent Director
5	Shri. Arunachalam Manikandan	Independent Director
6	Shri. Srikanth Somepalli	Independent Director

1. Shri. Rakesh Dommati (DIN: 03214046) was appointed as Managing Director for a period of five years w.e.f 01.12.2022 to 30.11.2027.
2. Smt. Koyyada Rajitha (DIN: 07108068) was appointed as Whole Time Director for a period of five years w.e.f. 01.12.2022 to 30.11.2027.
3. Smt. Chithra Ramu (DIN: 02326177) was appointed as Non – Executive and Non – Independent Director of the company w.e.f 25.11.2022.
4. Shri. C.N. Srinivasan (DIN: 09802425) was appointed as Independent Director of the company for a period of five years w.e.f 25.11.2022 to 24.11.2027.
5. Shri. Arunachalam Manikandan (DIN: 08955221) was appointed as Independent Director of the company for a period of five years w.e.f 25.11.2022 to 24.11.2027.
6. Shri. Srikanth Somepalli (DIN: 08358760) was appointed as Independent Director of the company for a period of five years w.e.f 25.11.2022 to 24.11.2027.

DIRECTORS RETIRING BY ROTATION

- Smt. Chithra Ramu, Non-Executive and Non-Independent Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

The profile Smt. Chithra Ramu is given in separate to the notice of the AGM.

KEY MANAGERIAL PERSONNEL

S.No	Name	Designation
1	Shri. Krishnamachari Ramu	Company Secretary & Compliance Officer
2	Smt. Ramya Ramakrishnan	Chief Financial Officer

CHANGE IN CHIEF FINANCIAL OFFICER/COMPANY SECRETARY

During the year Sri. Krishnamachari Ramu was appointed as Company Secretary and Compliance Officer of the Company with effect from 01st December, 2022.

During the year Smt. Ramya Ramakrishnana was appointed as Chief Financial Officer of the Company with effect from 01st December, 2022.

STATEMENT WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE FINANCIAL YEAR 2022 – 23

S. No	Name	Date of Appointment	Expertise & Experience
1	Shri.C.N. Srinivasan	25.11.2022	He is a Chartered Accountant by Profession and holds Certificate of Practice.
2	Shri. Arunachalam Manikandan	25.11.2022	He is a Company Secretary by profession and holds Certificate of Practice.
3	Shri. Srikanth Somepalli	25.11.2022	He is a Company Secretary by profession and holds Certificate of Practice.

MEETINGS OF BOARD OF DIRECTORS

During the year under review, the Board of Directors met 10 times and the maximum gap between two meetings were less than One Hundred and Twenty Days. The details of the meetings are as follows:

S. No	Date of the meeting	No. of Directors as on the date of the meeting	No. of Directors attended
1	01.06.2022	2	2
2	01.09.2022	2	2
3	20.10.2022	2	2
4	05.11.2022	2	2
5	15.11.2022	2	2
6	23.11.2022	2	2
7	25.11.2022	6	6
8	25.11.2022	6	6
9	29.12.2022	6	6
10	05.01.2023	6	6

S. No	Name of the Director	No. of meetings to be attended	No. of meetings attended
1	Shri. Rakesh Dommati	10	10
2	Smt. Koyyada Rajitha	10	10
3	Smt. Chithra Ramu	4	4
4	Shri. C.N. Srinivasan	4	4
5	Shri. Arunachalam Manikandan	4	4
6	Shri. Srikanth Somepalli	4	4

COMMITTEES OF THE BOARD

The company constituted three committees as per the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in order to fulfil the conditions specified for listing its shares with the Stock Exchange. The committees constituted by the Board are:

1. Audit Committee.
2. Nomination and Remuneration Committee.
3. Stakeholders Relationship Committee.

CONSTITUTION OF THE AUDIT COMMITTEE

S. No	Name	Designation	Category
1	Shri. C.N. Srinivasan	Chairman	Independent Director
2	Shri. Arunachalam Manikandan	Member	Independent Director
3	Shri. Rakesh Dommati	Member	Managing Director

CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE

S. No	Name	Designation	Category
1	Shri. Arunachalam Manikandan	Chairman	Independent Director
2	Shri. Srikanth Somepalli	Member	Independent Director
3	Smt. Chithra Ramu	Member	Non – Executive Director

CONSTITUTION OF THE STAKEHOLDERS RELATIONSHIP COMMITTEE

S. No	Name	Designation	Category
1	Shri. Srikanth Somepalli	Chairman	Independent Director
2	Smt. Chithra Ramu	Member	Non – Executive Director
3	Shri. Rakesh Dommati	Member	Managing Director

COMPANIES WHICH HAVE BECOME OR CEASED TO BE THE SUBSIDIARIES / JOINT VENTURES / ASSOCIATE COMPANIES DURING THE YEAR

NIL

ANNUAL PERFORMANCE EVALUATION

In line with the criteria evolved by the Nomination and Remuneration Committee, the performance of the Board, Managing Director, other Directors, Committees, Key Managerial Personnel and Senior Executives have been evaluated considering various evaluation aspects.

DISCLOSURE OF ACCOUNTING TREATMENT

The Company has followed the Accounting Standards specified under the Companies (Accounts) Rules, 2014 (as amended) to the extent applicable, in the preparation of the financial statements.

POLICY ON VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of its Board and its Powers) Rules, 2014 the Company has an established Policy on Vigil Mechanism for Directors / Employees and other stakeholders of the Company to report concerns about unethical behaviors, actual or suspected fraud, or violation of the Company's Code of conduct or ethics policy. The policy also provides a direct access to the Chairman of the Audit Committee to make protective disclosures to the management about the grievances or violation of the Company's code of conduct. The policy is disclosed on the Company's website www.retinapaints.com.

POLICIES

The Board of Directors of the Company have from time to time framed and approved various Policies in pursuance of the Companies Act, 2013 and the Listing Agreement/ SEBI (LODR) Regulations, 2015. These Policies and Codes are reviewed by the Board and are updated, if required. The following policies have been framed and are published in the Company's website <https://www.retinapaints.com/investor-relations/policies/>

1. Code for Independent Directors.
2. Code of Conduct for Board Members and Senior Management.
3. Policy for determination of Materiality of Events.
4. Policy for Preservation of Documents.
5. Policy on Sexual Harassment of Women at Workplace.
6. Related Party Transaction Policy.
7. UPSI Policy.
8. Vigil Mechanism / Whistle Blower Policy.
9. Terms and Conditions of Appointment of Independent Directors.
10. Nomination and Remuneration Policy.

11. Criteria for making payments to Non-Executive Directors.
12. Policy on Archival of Documents.

DISCLOSURE IN TERMS OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has Internal Complaints Committee as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under Review, there were no cases filed pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

CODE OF CONDUCT AND PREVENTION OF INSIDER TRADING

The Company has adopted the Code of Conduct as per the Guidelines issued by the Securities and Exchange Board of India for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated persons of the Company. The Code prohibits trading in securities of the Company by the Directors and the designated persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

All Directors, Key Management Personnel and Senior Management Personnel of the Company have confirmed compliance with the code of conduct applicable to them and a declaration to this effect made by the Managing Director is attached to this report. Code of conduct of Board of Directors and Senior Management Personnel are available in Company's website www.retinapaints.com.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013 read with Rule 11(1) of Companies (Meetings of Board and its Powers) Rules 2014.

RELATED PARTY TRANSACTIONS

The Audit Committee and the Board of Directors have approved the related party transaction policy and the same is hosted in the Company's website www.retinapaints.com. The policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and the related parties.

The transactions entered into with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definition Details) Rules, 2014 were in the ordinary course of business and at

arm's length basis. There were no materially significant transactions with related parties during the Financial Year 2022 - 23 which were in conflict with the interest of the Company.

Suitable disclosures as required in Accounting Standard (AS) 18 have been made in the notes to the financial statements. Details of contracts / arrangements with related parties as required under Section 188 (1) and 134 (3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 have been disclosed in Form AOC-2 and is attached as "**ANNEXURE - B**" (Form AOC-2), which forms an integral part of this Report.

REPORT ON CORPORATE GOVERNANCE, DECLARATION BY CEO AND COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE EITHER FROM A PRACTICING CHARTERED ACCOUNTANT OR PRACTICING COMPANY SECRETARY

Your company is listed with BSE Small and Medium Enterprise Platform and is exempted from the disclosures specified in Para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. Hence the above disclosures are not applicable to your Company.

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

All the Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended 31st March, 2023.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis for the year, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report as "**ANNEXURE - C**".

PARTICULARS OF EMPLOYEES

In terms of provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of the top ten employees in terms of remuneration drawn and names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of this Report.

Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report.

Pursuant to the provisions of the second proviso to Section 136(1) of the Companies Act, 2013, the Annual Report excluding the aforesaid information is being sent to the members of the Company. Any member interested in obtaining such information may address an email to secretarial@retinapaints.com.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability confirm:

- a) that in the preparation of the annual accounts for the financial year ended 31st March, 2022, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;
- b) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year ended on that date;
- c) that 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) that the Directors had prepared the annual accounts for the financial year ended 31st March, 2023 on a going concern basis;
- e) that the Directors had laid down policies and procedures adopted by the Company for internal financial controls for ensuring orderly and efficient conduct of its business including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information and that such internal financial controls are adequate and were operating effectively; and
- f) that as required under Section 134(5)(f) of the Companies Act, 2013, 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.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Statutory Auditors have stated that, no fraud by the Company or no material fraud on the Company by its officers and employees had been noticed or reported during the year.

DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to Section 149 (7) of the Companies Act, 2013, the Independent Directors of the Company have given a declaration to the Company that they qualify the criteria of independence as required under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Independent Directors have complied with the code for Independent Directors prescribed in Schedule IV of the Companies Act, 2013.

NOMINATION AND REMUNERATION POLICY

The Board at its meeting held on 29th December, 2022, duly approved the Company's policy on Director's appointment and including the criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178 (3) of the Companies Act, 2013, and the same is hosted in the Company's website <https://www.retinapaints.com/policy-documents/NRC%20Policy.pdf>.

DETAILS OF APPLICATION MADE OR ANY PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR

Your Company confirms that there has been no application or any proceedings pending under the Insolvency and Bankruptcy Code, 2016 ("the Code") during the year under review. Your Company further confirms there are no past applications or proceedings under the Code.

SECRETARIAL STANDARDS

The Company has complied with all applicable Secretarial Standards in pursuant to the directions of Ministry of Corporate Affairs, issued by the Institute of Company Secretaries of India during the year.

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT AS PER PARA F OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Particulars	Remarks
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	NIL
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	NIL
Number of shareholders to whom shares were transferred from suspense account during the year	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	NIL
The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	NIL

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

NIL

ACKNOWLEDGEMENTS AND APPRECIATION

The Board of Directors of the Company wishes to place on record their deep sense of gratitude to all the Shareholders of the Company for their consistent support and continued faith reposed in the Company. The Board also expresses its deep sense of appreciation to the various Central and State Government Departments, Bankers, Organizations and Agencies, external Professionals associated with the Company for their help and co-operation extended by them and last but not the least, to Employees at all levels for their hard work and commitment.

On behalf of the Board of Directors

Sd/-

Sd/-

Rakesh Dommati
Managing Director
DIN: 03214046

Rajitha Koyyda
Whole Time Director
DIN: 07108068

Place: Hyderabad
Date: 01.09.2023

ANNEXURE – A

Disclosure of particulars with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to section 134(3)(m) of the Companies Act 2013:

A. Conservation of Energy

During the year 2022 – 23, various energy conservation measures were implemented by the Company:

I. Conservation measures taken

Energy saving measures adopted across all offices & manufacturing facilities with continued efforts towards technological upgradation and optimization of processes to reduce carbon footprint. Some of the key measures are:

1. Lighting upgraded to LED for reduced energy consumption across all the offices and plant.
2. Shut down management system implemented for various energy saving measures in the plant and utilities such as air compressors, chillers etc..
3. Separate control switch for plant individual lights to avoid excess running of lights.
4. AC mapping done across the sites for minimum usage and maximum coverage.
5. Capacitor Replacements for maintaining the power factor close to utility.
6. Chiller pump RPM reduction, yield improvement and batch cycle time improvement etc.
7. HVLS Fan Installation in Powder Plant in place of AHU unit resulting in energy savings.
8. Replacement of old reciprocating chiller with Screw chiller for the Dyno mill operation.

II. Steps taken by the Company for utilizing alternate sources of energy

NIL.

III. Capital Investment on energy conservation equipment

No capital investment on energy conservation equipment have been made during the year.

B. Technology Absorption

I. Efforts made towards technology absorption

Your Company focuses greatly on Research and Development (R&D) for developing innovative products for its consumers. R&D is a continuous activity to create differentiated products so as to maintain the technological edge in the market.

II. Benefits dervied as a result of the above efforts like product improvement, cost reduction, product development or import substitution

Major benefits derived from the above initiatives are cost reduction, quality improvement, import subsitution, product development etc.

During the year under review the company had developed the following new product:

Product Name	USP
Eco Damp	Damp Proof and Heat Resistance Coat.

III. Detials of Technology Imported during the last three years

NIL

IV. Expenditure incurred on Research and Development

S. No	Parameters	Rs. In Thousands	
		2022 - 23	2021 - 22
1	Recurring	NIL	NIL
2	Capital	NIL	NIL

ANNEXURE – B

FORM - 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 the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

Details of contracts or arrangements or transactions not at Arm's length basis: **NIL**

Details of material contracts or arrangements or transactions at Arm's length basis are as follows:

S. No	Particulars	Details
1	Name of the Related Party	Shri. Rakesh Dommati
2	Nature of Relationship	Promoter & Managing Director
3	Nature of the transaction	Purchase of Immovable Property and a Vehicle
4	Duration of the contracts / arrangements/ transaction	NA
5	Salient terms of the contracts or arrangements or transaction including the value, if any	Allotted 10,70,000 Equity Shares of Rs. 10/- each at Rs. 30/- per share as consideration for the property and the vehicle purchased by the Company.
6	Date of approval by the Board	23.11.2022
7	Amount paid as advances, if any	NIL

On behalf of the Board of Directors

Sd/-

Rakesh Dommati
Managing Director
DIN: 03214046

Sd/-

Rajitha Koyyda
Whole Time Director
DIN: 07108068

Place: Hyderabad
Date: 01.09.2023

ANNEXURE – C

MANAGEMENT DISCUSISON AND ANALYSIS REPORT

INDIAN ECONOMY OVERVIEW

The Indian economy demonstrated resilience amid geopolitical tensions and high inflation-induced global economic headwind and, according to the final estimates of the National Statistical Office (NSO), is set to register a growth of 7.2% in FY23. The better-than-expected performance in FY23 can be attributed to the strong performance of the economy in the fourth quarter.

The Gross Value Added (GVA) in the economy is reckoned to have risen 7% in 2022-23, compared to 8.8% in 2021-22.

The NSO also revised GDP and GVA numbers lower for the first half of last year, but bumped up the third quarter figures slightly. The first quarter's GDP growth in 2022-23 is now pegged at 13.1%, followed by a 6.2% rise in the second quarter and 4.5% growth in the third quarter.

In GVA terms, the final three months of 2022-23 recorded a three-quarter high of 6.5%. The growth estimates for the first and second quarters were pared to 11.9% and 5.4% respectively, while the third quarter GVA growth was revised higher to 4.7%.

INDUSTRY STRUCTURE AND DEVELOPMENTS

PAINT INDUSTRY

The Indian paint industry is undergoing a gradual transition in consumer preferences from conventional whitewashing methods to a preference for high-quality paints such as emulsions and enamel paints. This shift in consumer choice serves as the fundamental catalyst for the growth and stability of the industry.

The industry was valued at Rs. 62,000 Crore in FY 2023. It is expected to attain a substantial growth and reach a market size of Rs. 1 lakh Crore by FY 2028. This trend aligns with the sector's consistent attainment of a Compound Annual Growth Rate (CAGR) in the double digits over the past few years.

Due to India's robust economic fundamentals, promising growth prospects and renewed enthusiasm for the "Make in India" initiative, the Indian Paint Industry is poised for a prosperous and vibrant future.

During the financial year 2022-23, the Paints & Coatings industry experienced a favorable development with the softening of raw material prices from their previous highs. As raw materials account for approximately 55-60% of the input costs, price corrections in crude oil and other essential components resulted in improved margins for the industry.

OPPORTUNITIES

INNOVATION AND R&D

There are opportunities to develop new, innovative paint products. This could include environmentally-friendly paints, paints that help with heat insulation, anti-microbial coatings, or long-lasting paints that resist weathering.

GOVERNMENT INITIATIVES

The Government's focus on initiatives like 'Smart Cities' and the 'Housing for All' scheme, which aim to boost manufacturing and infrastructure while providing affordable housing, could significantly increase the demand for paints and coatings.

E-COMMERCE

Online sales platforms provide an opportunity to reach a broader market. Brands that can successfully navigate the e-commerce space and provide online services (such as colour visualisation tools, virtual home decoration apps, and online consultations) will likely have a significant advantage.

CHALLENGES

RAW MATERIAL PRICING AND AVAILABILITY

The price and accessibility of essential raw materials such as titanium dioxide, pigments, resins, and solvents, predominantly reliant on imports, are susceptible to volatility caused by global economic dynamics, trade policies, and geopolitical events. These fluctuations have the potential to exert a substantial influence on the cost framework and profitability of paint companies.

ENVIRONMENTAL REGULATIONS

In response to the growing global focus on environmental conservation, stringent regulations have been implemented to control the emission of volatile organic compounds from paints. Compliance with these regulations necessitates the development of novel, environmentally friendly formulations, which can be a resource-intensive and time-consuming process.

INFRASTRUCTURE CHALLENGES

The transportation and storage of paint products can pose significant challenges in India, particularly in rural areas, where infrastructure is insufficient. These logistical hurdles have the potential to escalate costs and hinder access to potential markets.

SEGMENT – WISE PERFORMANCE

At present, the Company is engaged only in manufacturing and selling of paints and there is no other separate reportable segment.

- a) Revenue from operations increased to Rs. 1,09,446.11 thousands as against Rs. 72,691.26 thousands in the previous year – a growth of 50.56%.
- b) Profit After Tax (PAT) of the Company stood at Rs. 3,007.08 thousands as against Rs. 1,563.81 thousands for the previous year registering a growth of 92.29% in PAT.

OUTLOOK

The Company has recently relaunched its products that are now made available to the dealers. This development is expected to make a substantial contribution to the Company's overall growth. Also, introduction of new products both in the water based category and in the enamel category will help the company to grow faster and in multiples.

Furthermore, the newly established plant, located at Rayaraopet, Ghatkesar, Hyderabad, has recently started commercial production.

RISK AND CONCERNS

Risk management plays a crucial role in corporate governance and strategy development. We recognize that risk assessment and mitigation are ongoing processes that must adapt to the evolving risk landscape, encompassing short-term, medium-term, and long-term challenges.

We believe that implementing systematic risk management practices is essential for effectively navigating towards our business objectives and ensuring sustainable growth in a volatile and complex environment. These risks continually evolve and change, both in terms of their impact and the likelihood of their occurrence.

We understand the importance of operating within the dynamics of the paints and coatings industry and taking calculated risks to maintain our relevance in the market.

Our responsible management team and functional heads identify risks, followed by the formulation of appropriate mitigating actions.

Through our risk management framework, we strive to provide reasonable assurance that our business objectives will be achieved, and our obligations to various stakeholders can be fulfilled. The Board oversees the implementation of risk mitigation measures for key risks, as identified by the Audit Committee, which meets at least four times year.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established internal control systems that are appropriate for the nature of its business, as well as the scale and complexity of its operations. These systems include well-defined policies and procedures designed to ensure the effectiveness and efficiency of its operations, reliability of financial reporting, compliance with applicable laws and regulations, prevention and detection of fraud and errors, and safeguarding of assets.

Regular examinations by internal auditors will be conducted to assess the adequacy and effectiveness of these internal controls, following a risk-based audit strategy. The internal audit plan is reviewed and approved by the Audit Committee, which also evaluates the sufficiency and effectiveness of the Company's internal financial controls and monitors the implementation of audit recommendations. The Audit Committee is kept informed of significant audit findings and activities, and appropriate corrective measures are undertaken accordingly.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT

The Company relies heavily on its human resources to propel its operations, accomplish its objectives, and sustain its competitive advantage. It is committed to establishing a robust leadership succession plan while concurrently cultivating a secure, inclusive, and diverse workforce. Several training initiatives are regularly implemented to consistently engage with employees. The all-encompassing culture plays a pivotal role in fostering high performance among individuals and cultivating a sustainable business environment.

Employees are the pillars of your Company and a major resource for the future. It's their inexorable commitment that helps your Company to create space that enhance quality of life. Keeping the spirits high at workplace needs a sound mental and physical fitness and deep-rooted culture which promotes work life balance.

Your Company's focus is to continue building organizational capability and capacity, leverage and nurture key talent, encourage meritocracy and enhance people utilization aligned with the business strategy. As on March 31, 2023 your Company had 26 employees.

KEY FINANCIAL RATIOS

Particulars	Unit of Measurement	31.03.2023	31.03.2022	Variation in %
Current Ratio	Times	1.93	1.50	22.20%
Debt-Equity Ratio	Times	0.17	1.70	(889.12%)
Debt Service Coverage Ratio	Times	0.27	0.20	26.19%
Return on Equity Ratio	In %	4.05	9.04	(123.39%)
Inventory Turnover Ratio	Times	3.08	2.48	19.30%
Trade receivables Turnover Ratio	Times	2.79	1.97	29.25%
Trade payables Turnover Ratio	Times	2.72	2.16	20.71%
Net Capital Turnover Ratio	Times	2.18	2.78	(27.16%)
Net Profit Ratio	In %	2.75	2.15	21.70%
Return on Capital Employed	In %	0.05	0.09	(61.89%)
Return on Investment (Assets)	In %	-	-	-

Reason for variation in ratios of more than 25% change is mainly due to increase in the shareholders' funds due to fresh / bonus issue of equity shares during the year.

DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statements for the year ended 31st March, 2023, the applicable Accounting Standards ("AS") have been followed.

	On behalf of the Board of Directors	
	Sd/-	Sd/-
Place: Hyderabad	Rakesh Dommati	Rajitha Koyyda
Date: 01.09.2023	Managing Director	Whole Time Director
	DIN: 03214046	DIN: 07108068

INDEPENDENT AUDITOR'S REPORT

To

**The Members of
Retina Paints Limited**

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

OPINION

We have audited the accompanying standalone financial statements of **Retina Paints Limited** which comprise the balance sheet as at 31 March 2023, the statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2023;
- b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) In the case of the Cash Flow Statements of the company for the year ended March 31, 2023.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

KEY AUDIT MATTER

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

The Key Audit Matter	How was the matter addressed in our audit
Revenue recognition (Refer note 24.B(v) and 16 of the Standalone Financial Statements)	
Revenue is one of the key profit drivers and is therefore susceptible to misstatement. Cut-off is the key assertion insofar as revenue recognition is concerned, since an inappropriate cut-off can result in material misstatement of results for the year.	Our audit procedures with regard to revenue recognition included testing controls, automated and manual, around dispatches / deliveries, inventory reconciliations and circularization of receivable balances, testing of cut-off s and performing analytical review and procedures

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR’S REPORT THEREON

The company’s board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Directors Report, but does not include the standalone financial statements and our auditor’s report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT’S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are responsible for overseeing the company’s financial reporting process.

AUDITOR’S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the

aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

2. As required by Section 143 (3) of the Act, we report that:
- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. the balance sheet, the statement of profit and loss and Cash flow statement dealt with by this Report are in agreement with the relevant books of accounts.
 - d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. on the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
 - g. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of Section 197(16) of the Act, as amended,

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

- h. with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors)

Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us.

- (i) The Company does not have any pending litigations which would impact its financial position in its standalone Financials Statements.
- (ii) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March 2023.
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March 2023.
- (iv) (a) The Management has represented that, to the best of it's knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented, that, to the best of it's knowledge and belief, as disclosed in the notes to accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of **Retina Paints Limited** for the year ended March 31, 2023:

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that

PROPERTY, PLANT & EQUIPMENT:

1. (A) The company has maintained proper records showing full particulars, including quantitative details and situation of its Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of its intangible assets.
2. The company’s Property, Plant and Equipment have been physically verified by the management at reasonable intervals as per a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. The company has reported that no material discrepancies were noticed on such verification made during the year.
3. The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company as at the balance sheet date.
4. The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
5. We have not noticed nor have we been informed of initiating any proceedings or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

INVENTORIES:

- (a) The company’s inventory has been physically verified by the management at reasonable intervals and in our opinion, the frequency and procedures of verification are reasonable. The Inventory value has been considered based on the third-party verification. No material

discrepancies were noticed between the physical stocks and the book stocks on such verification made during the year.

- (b) During the year, in respect of the working capital limits sanctioned in excess of five crore rupees, in aggregate, by the Banks on the basis of security of current assets, the quarterly returns / statements filed by the company with such Banks are in agreement with the Books of account of the company.

INVESTMENTS, GUARANTEES, SECURITY PROVIDED AND GRANTING OF LOANS OR ADVANCES IN THE NATURE OF LOANS:

- a) The company has not provided any loan or provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties during the year.
- b) The investments made and the terms and conditions of the grant of loans are not prejudicial to the company's interest.
- c) In respect of the loans granted, the schedule of repayment of principal and payment of interest has been stipulated and the repayments / receipts are regular.
- d) In respect of the loans granted, no amount is overdue.
- e) No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans were granted to settle the over dues of existing loans given to the same parties.
- f) The company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

COMPLIANCE WITH SEC.185 & 186 OF THE ACT:

The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable

DEPOSITS:

The Company has not accepted deposits or amounts which are deemed to be deposits during the year. Hence, compliance with the directives issued by the

RBI and the relevant provisions of Companies Act and the Rules made thereunder is not applicable.

COST RECORDS:

The Central Government has not prescribed maintenance of cost records U/s.148(1) of the Act, to this company.

STATUTORY DUES:

- a) The company has generally been regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- b) There were no undisputed amounts in respect of the above statutory dues as at March 31, 2023 outstanding for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, there are no material dues of Income Tax, Sales tax, Service tax, Goods and Services Tax, Duty of Customs, Duty of Excise, Value added tax which have not been deposited on account of any dispute.

TRANSACTIONS SURRENDERED:

There were no transactions which are not recorded in the Books of account but which have been surrendered or disclosed as income during the year in the Tax assessments under the Income Tax Act, 1961.

REPAYMENT OF LOANS / INTEREST:

- A. The Company has not defaulted in repayment of loans or other borrowing or in the payment of interest thereon to any lender.
- B. The company is not a declared willful defaulter by any Bank or Financial institution or other lender.
- C. The term loans were applied for the purpose for which the loans were obtained.
- D. The funds raised on short term basis were not utilized for long term purposes.

- E. The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- F. The company has not raised loans during the year on the pledge of securities held in its subsidiaries.

IPO / FPO:

- a) The company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. But the company has raised the funds post 31st March, 2023 through IPO for an amount of Rs.11.10 Cr by issuing 37,00,000 equity shares of Rs.30/- each (including a premium of Rs.20/- each).
- b) The company has made a preferential allotment on 23.11.2022 and 25.11.2022 for 32,70,000 equity shares for an amount of Rs.30/- each (including a premium of Rs.20/- each) during the year. The requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised

NO FRAUDS:

- a) No fraud by the company or any fraud on the company has been noticed or reported during the year.
- b) No report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) The company has not received any whistle – Blower complaints during the year.

NIDHI COMPANY:

The Company is not a Nidhi company and hence compliance with the requirements applicable to Nidhi companies is not applicable.

TRANSACTIONS WITH RELATED PARTIES:

All transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and the details have been disclosed in the standalone financial statements as required by the applicable accounting standards.

INTERNAL AUDIT SYSTEM:

- a) The company has an Internal Audit system commensurate with the size and nature of its business.
- b) We have considered the Internal Audit reports of the company issued till date, for the period under audit.

NON-CASH TRANSACTIONS:

The company has not entered into any non-cash transactions with its directors or persons connected with them. Hence, compliance with the provisions of Section 192 of the Companies Act, 2013 is not applicable.

REGISTRATION UNDER RBI ACT:

The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b), (c) and (d) of the Order are not applicable.

CASH LOSSES:

The company has not incurred cash losses in the financial year and in the immediately preceding financial year.

STATUTORY AUDITORS:

There has been a resignation of statutory auditors during the financial year. There were no issues, objections or concerns raised by the outgoing auditors.

NO MATERIAL UNCERTAINTY:

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF RETINA PAINTS LIMITED.

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of **Retina Paints Limited** ("the Company") as of 31st March, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical

requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Hyderabad
Date: 29.05.2023

For C M T & Associates
Chartered Accountants
FRN: 011515S
Sd/-
CA China Mastan T
Partner
Membership Number: 218549
UDIN: 23218549BGXIPB9414

RETINA PAINTS LIMITED
(Formerly known as RETINA PAINTS PRIVATE LIMITED)
Block No #2, Floors 2 & 3, Survey No.184 & 185 Opp Ganesh Kaman, Phase V, IDA, Cherlapa lly, Hyderabad TG 500051.
CIN: U24232TG2010PLC071018
Standalone Statement of Assets and Liabilities as at 31st March' 2023

		(in ₹ Thousands)		
	Particulars	Notes	As at 31.03.2023	As at 31.03.2022
I	EQUITY AND LIABILITIES			
	(1) Shareholders' Funds			
	(a) Share Capital	1	1,02,400.00	18,500.00
	(b) Reserves and Surplus	2	22,430.66	5,223.58
			1,24,830.66	23,723.58
	(2) Non-Current Liabilities			
	(a) Long-Term Borrowings	3	21,491.27	40,398.96
	(a) Long-Term Provisions	4	520.46	-
			22,011.73	40,398.96
	(3) Current Liabilities			
	(a) Short-Term Borrowings	5	18,332.47	18,218.02
	(a) Trade Payables	6	25,679.79	23,812.89
	(b) Other Current Liabilities	7	6,604.60	8,188.08
	(c) Short-Term Provisions	8	3,202.33	1,880.90
			53,819.18	52,099.89
	TOTAL		2,00,661.58	1,16,222.43
II	ASSETS			
	(1) Non-Current Assets			
	(a) Property, Plant and Equipment and Intangible Assets	9		
	(i) Property, Plant and Equipment		95,739.98	18,487.39
	(ii) Capital Work in progress		-	18,754.24
	(b) Deferred Tax Asset	10	79.52	192.81
	(c) Long-Term Loans and Advances	11	905.00	510.00
			96,724.50	37,944.45
	(2) Current Assets			
	(a) Inventories	12	38,274.96	32,905.85
	(b) Trade Receivables	13	41,719.02	36,856.50
	(c) Cash and Cash Equivalents	14	3,636.33	2,375.20
	(d) Short-Term Loans and Advances	15	18,864.02	5,890.73
	(e) Other Current Assets	16	1,442.75	249.71
			1,03,937.08	78,277.98
	TOTAL		2,00,661.58	1,16,222.43
	Significant accounting policies and notes to accounts	24		

As per our report of even date

For C M T & Associates

Chartered Accountants

Firm Regn No : 011515S

Sd/-

CA. China Masthan T

Partner

Membership No: 218549

UDIN:23218549BGXIPB9414

Place: Hyderabad

Date: 29.05.2023

For and on behalf of the board of directors of
Retina Paints Limited

CIN: U24232TG2010PLC071018

Sd/-

Sd/-

Rakesh Dommati

Rajitha Koyyada

Managing Director

Director

DIN:03214046

DIN:07108068

Sd/-

Sd/-

Ramya Ramakrishnan

Ramu Krishnamachari

Chief Financial Officer

Company Secretary

RETINA PAINTS LIMITED (Formerly known as RETINA PAINTS PRIVATE LIMITED) Block No #2, Floors 2 & 3, Survey No.184 & 185 Opp Ganesh Kaman, Phase V, IDA, Cherlapa lly, Hyderabad TG 500051 CIN: U24232TG2010PLC071018 Standalone Statement of Profit & Loass Account for the Year Ended 31st March' 2023 (in ₹ Thousands, except equity share and per equity share data)				
	Particulars	Notes	31.03.2023	31.03.2022
I	Income			
	(a) Revenue from Operations	17	1,09,446.11	72,691.26
	(b) Other Income	18	3,003.76	896.61
	Total Income [(a) + (b)]		1,12,449.87	73,587.86
II	Expenses			
	Cost of Materials Consumed	19	57,773.56	50,464.73
	(Increase) / Decrease in Inventories	20	4,160.05	(9,450.81)
	Employee Benefit Expenses	21	8,935.47	5,144.10
	Finance Costs	22	3,857.31	3,275.21
	Depreciation and Amortisation Expenses	9	3,137.48	990.71
	Other Expenses	23	30,503.34	20,820.04
	Total Expenses		1,08,367.21	71,243.97
III	Profit before Exceptional, Extraordinary Items and Tax (I-II)		4,082.66	2,343.89
IV	Exceptional Items		-	-
V	Profit before Extraordinary Items and Tax (III-IV)		4,082.66	2,343.89
VI	Profit Before Tax (V-VI)		4,082.66	2,343.89
VII	Tax Expenses:			
	Current tax		962.29	786.38
	Deferred tax		113.29	(6.30)
	MAT Credit Entitlement		-	-
	Total Tax Expenses		1,075.58	780.08
VIII	Profit After Tax		3,007.08	1,563.81
IX	Earnings per Equity Share of Rs.10/- each			
	1. Basic		0.29	0.85
	2. Diluted		0.29	0.85
	Significant accounting policies and notes to accounts	24		

As per our report of even date

For C M T & Associates
Chartered Accountants
Firm Regn No : 011515S
Sd/-
CA. China Masthan T
Partner
Membership No: 218549
UDIN:23218549BGXIPB9414

Place: Hyderabad
Date: 29.05.2023

For and on behalf of the board of directors of
Retina Paints Limited
CIN: U24232TG2010PLC071018

Sd/- Sd/-
Rakesh Dommati Rajitha Koyyada
Managing Director Director
DIN:03214046 DIN:07108068

Sd/- Sd/-
Ramya Ramakrishnan Ramu Krishnamachari
Chief Financial Officer Company Secretary

RETINA PAINTS LIMITED (Formerly known as RETINA PAINTS PRIVATE LIMITED) Block No #2, Floors 2 & 3, Survey No.184 & 185 Opp Ganesh Kaman, Phase V, IDA, Cherlapa lly, Hyderabad TG 500051 CIN: U24232TG2010PLC071018 Standalone Statement of Cash Flows on 31st March, 2023 (in ₹ Thousands)				
Particulars	Year ended 31.03.2023		Year ended 31.03.2022	
	(Amount in ₹)	(Amount in ₹)	(Amount in ₹)	(Amount in ₹)
I. Cash From Operating Activities				
Net Profit before tax	4,082.66		2,343.89	
Add: Adjustments for				
Depreciation	3,137.48		990.71	
Interest Received on Deposits	-		-	
Financial Charges	3,857.31		3,275.21	
Operating Profit before working capital changes	11,077.45		6,609.80	
Increase / Decrease in Working Capital				
(Increase) / Decrease in Inventories	(5,369.11)		(13,785.15)	
(Increase) / Decrease in Sundry Debtors	(4,862.52)		48.49	
(Increase) / Decrease in Loans & Advances	(13,368.30)		(2,027.79)	
(Increase) / Decrease in Other Current Assets	(1,193.04)		18.12	
Increase / (Decrease) in Non Current Liabilities	520.46		-	
Increase / (Decrease) in Current Liabilities	1,522.55		7,377.23	
Cash Generated/Used in Operations	(22,749.96)		(8,369.10)	
Income Tax Paid	880.00		(786.38)	
Taxes Paid	880.00		(786.38)	
Net Cash Flow From Operating Activities - I		(12,552.51)		(2,545.67)
II. Cash From Investing Activities:				
Purchase of Fixed Assets	(61,635.82)		(1,329.72)	
Interest Received on Deposits	-		-	
Net Cash Flow From Investing Activities - II		(61,635.82)		(1,329.72)
III. Cash From Financing Activities				
Increase in Shareholders funds	83,900.00		11,300.00	
Securities Premium Reserve	14,200.00		-	
Increase / (Decrease) in Long Term Borrowings	(18,907.68)		-	
Increase in Short Term Borrowings	114.45		(2,610.16)	
Financial Charges	(3,857.31)		(3,275.21)	
Net Cash Flow From Financing Activities - III		75,449.46		5,414.63
Net Increase in cash & cash equivalent (I+II+III)		1,261.12		1,539.23

RETINA PAINTS LIMITED (formerly known as RETINA PAINTS PRIVATE LIMITED) Notes on Financial Statements for the year ended 31st March 2023 The previous year figures have been regrouped/reclassified, wherever necessary to confirm to the current year presentation (in ₹ Thousands)

1 Share Capital

1.1	Particulars	Sub Note	As at 31.03.2023	As at 31.03.2022
	Authorized Capital : 1,60,00,000 equity shares of Rs.10/- each (20,00,000 equity shares of Rs.10/- each)		1,60,000.00	20,000.00
	Issued, Subscribed and fully paid-up shares 1,02,40,000 Equity Shares of Rs.10/- each (18,50,000 equity shares of Rs.10/- each)		1,02,400.00	18,500.00
	Total issued, subscribed and fully paid-up Share Capital		1,02,400.00	18,500.00

**1.2 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period
Equity Shares**

Particulars	Sub Note	As at 31.03.2023		As at 31.03.2022	
		No. of shares	Amount in Rs.	No. of shares	Amount in Rs.
At the beginning of the period		18,50,000	18,500.00	7,20,000	7,200.00
Issue of bonus share @ 1:1 ratio		51,20,000	51,200.00		
Issued during the period Equity shares		32,70,000	32,700.00	11,30,000	11,300.00
Outstanding at the end of the period		1,02,40,000	1,02,400.00	18,50,000	18,500.00

1.3 Terms/ rights attached to equity shares

The company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

1.4 Shares held by Holding/ ultimate Holding Company and/ or their Subsidiaries/ Associates

Out of equity shares issued by the company, shares held by its holding company, ultimate holding company and their subsidiaries/ associates are Nil :

1.5 Details of Shareholders holding more than 5 % shares in the Company

Name of the Shareholder	Sub Note	As at 31.03.2023		As at 31.03.2022	
		No of shares	% holding in the class	No of shares	% holding in the class
Equity shares of Rs.10 each fully paid					
1) Rakesh Dommati		56,30,492	55%	15,80,246	85%
2) Rajitha Koyyada		15,69,508	15%	2,69,754	15%
3) Bikshapati Koyyadi		10,00,000	10%	-	0%
4) Ramu Krishnamacharya		7,00,000	7%	-	0%
5) Chithra Ramu		6,00,000	6%	-	0%

1.6 The Company has only one class of shares, i.e. equity shares with equal rights for dividend and repayment. Each holder of shares is entitled to one vote per share.

1.7 Shares held by promoters at the end of the year

Promoter Name	Sub Note	% of Total Shares	As at 31.03.2023	As at 31.03.2022	% of Change During the Years
1) Rakesh Dommati		55%	56,30,492	15,80,246	-30.43%
2) Rajitha Koyyada		15%	15,69,508	2,69,754	0.75%

2 Reserves and Surplus

Particulars	Sub Note	As at 31.03.2023	As at 31.03.2022
a. Securities Premium Reserves			
Opening Balance		-	-
Add : Securities premium credited on Share issue		14,200.00	-
Closing Balance		14,200.00	-
b. Surplus i.e., balance in statement of Profit and Loss			
As per last Balance Sheet		5,223.58	3,659.78
Add: Net profit after tax transferred from Statement of Profit and Loss		3,007.08	1,563.81
Less: Appropriations		-	-
Depreciation Reserve		-	-
Dividend on Preference Shares		-	-
Tax on Dividend		-	-
Closing balance		8,230.66	5,223.58
Total Reserves and Surplus		22,430.66	5,223.58

3 Long Term Borrowings

Particulars	Sub Note	As at 31.03.2023		As at 31.03.2022	
		Non Current	Current	Non Current	Current
Secured					
Term Loan from banks:					
Term Loan (refere note-1)		20,934.34	2,907.77	22,486.67	-
Guaranteed Loan (refere note-3)		556.93	209.33	1,291.44	183.90
Term Loan from Financial Institutions:					
HDB Financial Service Loan (refere note-2)		-	-	589.62	-
Unsecured					
Loans & Advances from Related parties		-	-	16,031.24	-
from Others		-	-	-	-
Net amount		21,491.27	3,117.10	40,398.96	183.90

Particulars	Nature of Loan	Term of Repayment	Interest Rate	Nature of Security
Details of Secured Loans from Bank :-				
Note-1: Secured Loan from Canara Bank, Nacharam Branch	Term Loan for an amount of Rs.250.30 Lakhs	Repayable in 87 equated monthly installements of Rs. 4.87 Lakhs starting from Sep,22. ((Initial loan sanction date: 26th May 2020). Interest is capitalised for Rs.26.97 Lakhs for the period May,2020 to Sep,2022, during the year.	12.95%	Primary Security on Hypothecation of Plant & Machinery. Collateral on Stock and book debts.
Note-2: Secured Loan from HDB Financial Services Ltd	Term Loan on Vehicle- 7.385L	Repayable in 45 equated monthly installements of Rs. 20.83K starting from May,21.	13.02%	Primary security on Commercial Vehicle.
Note-3: Secured Loan from Canara Bank, Nacharam Branch	WCTL-GRCL for an amount of Rs.17 Lakhs	Repayable in 48 equated monthly installements of Rs. 54.1 K starting from Sep,22. (Initial loan sanction date: 20th June 2020)	9.40%	Primary Security on Hypothecation of Plant & Machinery. Collateral on Stock and book debts.

4 Long Term Provisions

Particulars	Sub Note	As at 31.03.2023	As at 31.03.2022
Provision for Gratuity		520.46	-
Total		520.46	-

5 Short Term Borrowings

Particulars	Sub Note	As at 31.03.2023	As at 31.03.2022
Secured			
Working Capital Loan from Banks			
Caanara Bank -OD facility		18,332.47	18,022.53
Working capital loan		-	195.49
Unsecured			
Loans & Advances from related parties		-	-
Total		18,332.47	18,218.02

Details of Secured Loans from Bank :-

Particulars	OCC/ODBD for an amount of Rs. Lakhs	Repayable on Demand	RLLR + 2.35% i.e 11.15%	Hypothication of Stock and Book Debts. Having Collateral security on Mortgage of Industrial Land with shed located in Sy No:19 & 21, Rayaraopet Village, Bibinagar Mandal, Yadadri, Bhuvanagiri Dist.
Note-1: Secured Loan from Canara Bank, Nacharam Branch	OCC/ODBD for an amount of Rs.180 Lakhs	Repayable on Demand	RLLR + 2.35% i.e 11.15%	Hypothication of Stock and Book Debts. Having Collateral security on Mortgage of Industrial Land with shed located in Sy No:19 & 21, Rayaraopet Village, Bibinagar Mandal, Yadadri, Bhuvanagiri Dist.
Note-2: Secured Loan from Canara Bank, Abid Road Branch	OCC/ODBD for an amount of Rs.15 Lakhs	Repayable on Demand	BR + 1.25%	Hypothication of Stock and Book Debts. Pledged FD for an amount of Rs.50L standing in the name of the Directors.

6 Trade Payables

Particulars	Sub Note	As at 31.03.2023	As at 31.03.2022
Trade Payables			
Micro, Small and Medium Enterprises		-	-
Others		25,679.79	23,812.89
Total		25,679.79	23,812.89

Current Year

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	-	-	-	-
(ii) Others	23,720.05	1,918.18	41.56	-	25,679.79
(iii) Disputed Dues-MSME	-	-	-	-	-
(iii) Disputed Dues-Others	-	-	-	-	-

Previous Year

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	-	-	-	-
(ii) Others	16,636.12	7,011.32	165.45	-	23,812.89
(iii) Disputed Dues-MSME	-	-	-	-	-
(iii) Disputed Dues-Others	-	-	-	-	-

7 Other Current Liabilities

Particulars	Sub Note	As at 31.03.2023	As at 31.03.2022
Current Maturities of Long Term Debts		3,117.10	183.90
Advance From Customers- Security Deposit		325.00	691.26
Advance from Customers		799.36	1,616.16
TDS/Late Fee payable		596.33	1,426.35
Audit Fee Payable		450.00	605.83
Gst Payable		1,119.40	2,488.21
Rent Payable		197.40	469.81
Directors remuneration payable		-	560.00
Other Payables		-	146.56
Total		6,604.60	8,188.08

NOTE - 9
Property, Plant & Equipment & Intangible Assets
(Rs. In Thousands)

Particulars	As on 31.03.2023										
	GROSS BLOCK			DEPRECIATION			NET BLOCK				
	As at 01.04.2022	Additions	Disposal	As at 31.03.2023	As at 01.04.2022	For the Year	Adjustment	As at 31.03.2023	As at 31.03.2022		
Tangible Assets											
Land	13,250.20	32,503.56	-	45,753.76	-	-	-	-	45,753.76	13,250.20	
Building	-	42,192.68	-	42,192.68	-	1,328.78	-	1,328.78	40,863.90	-	
Plant & Machinery*	9,108.56	1,417.65	-	10,526.21	4,249.50	961.03	-	5,210.53	5,315.69	4,859.06	
Furniture & Fixture	976.39	1,876.17	-	2,852.56	621.87	224.16	-	846.03	2,006.53	354.53	
Computer & Software	396.73	396.92	-	793.65	394.67	222.00	-	616.67	176.98	2.07	
Office Equipment	51.30	91.58	-	142.89	49.81	11.41	-	61.22	81.67	1.50	
Vehicles	931.04	2,833.43	931.04	2,833.43	910.99	390.09	9.11	1,291.97	1,541.46	20.05	
Total	24,714.23	81,311.99	931.04	1,05,095.18	6,226.83	3,137.48	9.11	9,355.20	95,739.98	18,487.39	
Intangible assets											
Total	24,714.23	81,311.99	931.04	1,05,095.18	6,226.83	3,137.48	9.11	9,355.20	95,739.98	18,487.39	
Capital Work-in Progress#	18,754.24	21,389.58	40,143.82	0.00	-	-	-	-	0.00	81.67	
Previous Year Figures	23,384.50	1,329.72	-	24,714.23	5,236.13	990.71		6,226.83	18,487.39	18,148.38	
* Plant & Machinery is hypothecated to the Canara Bank.											

10 Deferred Tax Asset

Particulars	Sub Note	As at 31.03.2023	As at 31.03.2022
Opening Balance		192.81	186.51
For the year		(113.29)	6.30
Total		79.52	192.81

11 Long Term Loans & Advances

Particulars	Sub Note	Non-Current		Current	
		As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Capital Advances					
Secured, considered good		-	-	-	-
Unsecured, considered good		-	-	-	-
Security Deposits					
Secured, considered good		-	-	-	-
Unsecured, considered good		905.00	480.00	-	-
Loans & Advances to Related Parties					
Secured, considered good		-	-	-	-
Unsecured, considered good		-	-	-	-
Other Loans and Advances					
Secured, considered good		-	-	-	-
Unsecured, considered good		-	30.00	-	-
Total		905.00	510.00	-	-

12 Inventories

Particulars	Sub Note	As at 31.03.2023	As at 31.03.2022
Raw Materials		22,922.20	13,393.04
Finished Goods		15,352.76	19,512.81
Total		38,274.96	32,905.85

13 Trade Receivables

(Unsecured and Considered Good)

Particulars	Sub Note	As at 31.03.2023	As at 31.03.2022
Dues Over six months		-	-
Dues less than six months		41,719.02	36,856.50
Total		41,719.02	36,856.50

Particulars	Outstanding for following periods from due date of payment					Total
	< 6 Months	6 months-1 Year	1-2 Years	2-3 Years	> 3 Years	
i. Undisputed Trade receivables - considered good	27,080.23	784.81	111.38	13,135.06	607.54	41,719.02
ii. Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
iii. Disputed Trade Receivables considered good	-	-	-	-	-	-
iv. Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment					Total
	< 6 Months	6 months-1 Year	1-2 Years	2-3 Years	> 3 Years	
i. Undisputed Trade receivables - considered good	19,374.77	3,352.12	13,004.21	667.40	458.00	36,856.50
ii. Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
iii. Disputed Trade Receivables considered good	-	-	-	-	-	-
iv. Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

14 Cash & Bank Balances

Particulars	Sub Note	Non-Current		Current	
		As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Cash and Cash Equivalents					
<i>Balances with Banks:</i>					
- On Current Accounts		-	-	397.71	92.43
- Deposits with original maturity of less than twelve months		-	-	-	-
Cheques/ Drafts on Hand		-	-	-	-
Cash on Hand		-	-	3,238.62	2,282.78
		-	-	3,636.33	2,375.20
Other Bank Balances					
- Deposits with original maturity for more than 12 months		-	-	-	-
- Deposits with original maturity for more than 3 months but less than 12 months		-	-	-	-
- Margin Money Deposit		-	-	-	-
Amount disclosed under non-current assets (note 12)		-	-	-	-
Total		-	-	3,636.33	2,375.20

**15 Short Term Loan & Advances
(Unsecured and Considered Good)**

Particulars	Sub Note	As at 31.03.2023	As at 31.03.2022
Staff Advance		654.16	254.16
Advance To Suppliers		10,679.65	5,366.86
Advance to Consultant Fee		294.21	250.00
Commission receivable		-	17.10
TDS & TCS Receivable		-	2.60
Advance towards Issue Exp		7,036.00	-
Advance Tax Paid		200.00	-
Total		18,864.02	5,890.73

16 Other Current Assets

Particulars	Sub Note	As at 31.03.2023	As at 31.03.2022
Priliminary Expenses		1,393.92	200.87
Prepaid expenses		48.83	48.83
Total		1,442.75	249.71

17 Revenue from Operations

Particulars	Sub Note	As at 31.03.2023	As at 31.03.2022
Sale of Products		1,09,446.11	72,691.26
Total		1,09,446.11	72,691.26
Less: Excise Duty / GST		-	-
Total		1,09,446.11	72,691.26

18 Other Income

Particulars	Sub Note	As at 31.03.2023	As at 31.03.2022
Rental Income		90.07	-
Other Income		134.10	175.53
Credit balance written off		2,779.59	721.07
Total		3,003.76	896.61

19 Cost of Raw Material Consumed

Particulars	Sub Note	As at 31.03.2023	As at 31.03.2022
Opening Stock		13,393.04	15,614.00
Purchases		67,302.72	48,243.77
		80,695.76	63,857.77
Less: Material In Transit		-	-
Closing Stock		22,922.20	13,393.04
Consumption of Raw Material		57,773.56	50,464.73
Total		57,773.56	50,464.73

20 Changes In Inventories Of Finished Goods, Stock-In-Process and Stock-In-Trade

Particulars	Sub Note	As at 31.03.2023	As at 31.03.2022
Inventories (at close)			
Finished Goods / Stock-in-Trade		15,352.76	19,512.81
Stock-in-Process		-	-
Total		15,352.76	19,512.81
Inventories (at commencement)			
Finished Goods / Stock-in-Trade		19,512.81	10,062.00
Stock-in-Process		-	-
Total		19,512.81	10,062.00
Changes in Inventory		4,160.05	(9,450.81)

21 Employee Benefits Expenses

Particulars	Sub Note	As at 31.03.2023	As at 31.03.2022
Salaries and Wages		7,465.78	4,955.91
Staff Welfare Expenses		241.37	6.69
Employer's ESI and PF Expenses		123.06	181.50
Gratuity Expenses		1,105.27	-
Total		8,935.47	5,144.10

22 Finance Costs

Particulars	Sub Note	As at 31.03.2023	As at 31.03.2022
Interest		3,649.30	3,209.15
Other borrowing costs		208.01	66.06
Total		3,857.31	3,275.21

23 Other Expenses

Particulars	Sub Note	As at 31.03.2023	As at 31.03.2022
Rent, Rates & Taxes		1,949.72	1,662.90
Carriage Inward & Outward Exp		5,717.34	3,778.99
Business Promotion		337.43	501.93
Discounts allowed		9,026.74	7,115.34
C&F Agent Commission		357.59	365.09
Electricity charges		487.79	368.00
Tokens		564.11	152.22
Telephone and Internet Charges		193.33	163.33
Postage & Telegrams		15.65	0.47
Meeting & Conference Expenses		40.00	89.54
Insurance		20.45	16.17
Power & Fuel Charges		426.48	29.73
Director's Remuneration		5,600.00	3,360.00
Duties & Taxes		153.72	-
Professional charges		1,022.80	657.00
Printing & Stationery		47.20	46.27
Audit Fee			
- Statutory Audit		450.00	135.00
- Tax Audit		177.00	50.00
Consultancy Charges		110.83	102.19
Travelling Expenses		2,236.20	1,205.96
AMC Charges		18.30	18.55
Provision for Bad Debts		33.34	-
Repairs & Maintenance		477.20	74.70
Office expenses		212.27	44.54
Training Fee		36.00	25.00
Advertisement		14.00	9.87
Interest on TDS/GST		132.07	86.40
Late Filing Fee-TDS		-	543.00
Listing Charges		50.00	-
Security Charges		142.44	-
Loading & Unloading Charges		297.88	150.90
Miscellaneous expenses		88.50	-
Preliminary Expenses written off		66.96	66.96
Total		30,503.34	20,820.04

24. NOTES ON FINANCIAL STATEMENTS

A. Company Overview:

Retina Paints Limited (the 'Company') (formerly known as Retina Paints Private Limited) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act. The Company's shares are listed on SME Platform of BSE on May 03, 2023. The registered office of the Company is located at Block No #2, Floors 2 & 3, Survey No.184 & 185 Opp Ganesh Kaman, Phase V, IDA, Cherlapally, Hyderabad TG 500051. The Company is principally engaged in the manufacturing of Paints.

The Financial Statements for the year ended 31st March, 2023 have been reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on 29th May, 2023.

B. BASIS OF PREPARATION

SIGNIFICANT ACCOUNTING POLICIES

(i) FINANCIAL STATEMENTS AND METHOD OF ACCOUNTING:

Financial statements have been prepared and presented under the historical cost convention in accordance with the accounting principles generally accepted in India having due regard to fundamental accounting assumptions of going concern, consistency and accrual and comply with the Accounting Standards

(ii) USE OF ESTIMATES:

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

(iii) PROPERTY, PLANT & EQUIPMENT - TANGIBLE ASSETS:

Property, Plant & Equipment have been carried at cost less depreciation. Interest, if any, on borrowings for acquiring Property, Plant & Equipment and revenue expenses incurred in relation to acquisition, installation and commissioning of the assets, prior to putting them to use, are capitalized as

part of the asset cost. Cost of fixed assets not ready for their intended use before the balance sheet date is treated as capital work-in- progress.

Property, Plant & Equipment which are found to be not usable or retired from active use or when no further benefits are expected from their use are removed from the books of accounts and the difference if any, between the cost of such assets and the accumulated depreciation thereon is charged to Statement of Profit & Loss.

(iv) DEPRECIATION:

Depreciation on property, plant and equipment has been provided on the Straight-Line Method (SLM) over the useful lives of assets as per Companies Act, 2013. Depreciation for assets purchased/sold during a period is proportionately charged. The Management estimates the useful life (As per Companies Act, 2013) of the fixed assets as follows.

Sl. No	Assets Type	Estimated Life (Years)
1	Computer Software	6
2	Computers	3
3	Electrical and Other Equipments	10
4	Furniture And Fixtures	10
5	Vehicles	8
6	Buildings (Temporary Erections)	3
7	Trade marks	15

(v) REVENUE RECOGNITION:

Revenue from sale of goods is recognized when significant risks and reward in respect of ownership of products are transferred to customers. Revenue from domestic sales of products is recognized on dispatch of products. Revenue from services is recognized as per the terms of contract with customers when the related services are performed, or the agreed milestones are achieved.

(vi) INVENTORIES:

Inventories are valued at the lower of cost and net realizable value

(vii) INVESTMENTS:

Investments intended to be held for more than one year are treated as long term and others as short-term. Short-term investments are carried at the lower of cost or quoted / fair value, computed category wise and long-term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

(viii) FOREIGN EXCHANGE TRANSACTIONS:

Transactions in foreign currency are recorded in rupees by applying to the foreign currency amount the exchange rate at the time of transaction. Foreign currency monetary assets and liabilities are translated at the yearend exchange rates.

Exchange rate differences consequent to settlement are recognized as Income / Expenditure.

Earnings in Foreign Currency		(Rs. In Thousands)
Particulars	Year ended 31.03.2023	Year ended 31.03.2022
	NIL	

Expenditure in Foreign Currency		(Rs. In Thousands)
Particulars	Year ended 31.03.2023	Year ended 31.03.2022
	NIL	

(ix) BORROWING COSTS:

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

(x) IMPAIRMENT OF ASSETS:

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. An asset is treated as impaired when the carrying cost exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is

identified as impaired. The impairment loss recognized in a prior accounting period is reversed if there has been a change in estimate of recoverable amount.

(xi) PRIOR PERIOD EXPENSES/INCOME:

The company follows the practice of making adjustments through “expenses/income under/over provided’ in previous years in respect of material transactions pertaining to that period prior to the current accounting year.

(xii) TAX EXPENSE:

Deferred tax resulting from “Timing Difference” between book and taxable profit is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realized in future.

Provision is made for tax on income as per the applicable provisions of Income Tax Act, 1961.

(xiii) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes on accounts. Contingent Assets are neither recognized nor disclosed in the financial statements.

(xiv) EARNINGS PER SHARE:

The basic Earnings Per Share ("EPS") is computed by dividing the net profit after tax for the year by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit after tax for the year and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(xv) GENERAL:

Accounting policies not specifically referred to above are in consistent with the generally accepted accounting principles followed in India. During this year, wordings of some of the accounting policies have been modified / revised to reflect correct meaning in line with the applicable Accounting Standards. However, there has been no change in the accounting policies, which are consistently followed by the company.

24.1 RELATED PARTY DISCLOSURES (AS-18):

Names of the related parties and nature of relationships and particulars of transactions with the said related parties during the year are as follows:

I. NAME OF RELATED PARTIES AND DESCRIPTION OF RELATIONSHIP:

Particulars	Remarks
Subsidiary Company	NIL
Associate Company	NIL

S. No	Name	Designation
1	Shri. Rakesh Dommati	Managing Director.
2	Smt. Koyyada Rajitha	Whole Time Director.
3	Smt. Chithra Ramu	Non-Executive and Non – Independent Director.
4	Shri. C.N. Srinivasan	Independent Director.
5	Shri. Arunachalam Manikandan	Independent Director.
6	Shri. Srikanth Somepalli	Independent Director.

Companies in which directors are interested	
1.	BTS Consultancy Services Private Limited
2.	Shivam & Mani Associates LLP
3.	ASKPG Advisors LLP
4.	First Choice Solutions & Services Private Limited

II. SUMMARY OF TRANSACTIONS DURING THE PERIOD WITH AFORESAID PARTIES:

(Rs. In Thousands)

S. No	Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
I	Loans taken from the related parties during the year		
	Shri. Rakesh Dommati	7,065.00	690.00
	Smt. Koyyada Rajitha	16,400.00	-
	Loans repaid during the year*		
	Shri. Rakesh Dommati	13,454.79	700.00
	Smt. Koyyada Rajitha	25,945.44	-
II	Unsecured Loans Payable as at Year End		
	Shri. Rakesh Dommati	Nil	6485.79
	Smt. Koyyada Rajitha	Nil	9545.44
	Employee benefits (Remuneration)		
II	Shri. Rakesh Dommati	4,000.00	2,160.00
	Smt. Koyyada Rajitha	1,600.00	1,200.00
	Shri. Krishnamachari Ramu	1,200.00	-
	Smt. Ramya Ramakrishnan	200.00	-

Note:

1. The company has repaid for an amount of Rs.1.9 Cr through cash towards unsecured loans from the related parties and the balance has been capitalized through issue of 6,80,000 equity shares having face value of Rs.10/- (including premium of Rs.30/-).
2. Information of related parties and the relationship is as identified by the Company on the basis of information available with them.

24.2 SEGMENT REPORTING (AS-17):

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market/ fair value factors. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the company as a whole and are not allocable to segments on reasonable basis have been included under “unallocated revenue /expenses/ assets/ liabilities”.

Particulars	Hyderabad	Vijayawada	Total (Enterprise)
Segment Revenue	93682.49	15763.62	109,446.11
Segment Results (Profit)/(Loss)	5227.68	(1145.02)	4082.66
Segment Assets (as a % of Total Assets)	97.73%	2.27%	100%

24.3 POST – EMPLOYMENT BENEFITS (GRATUITY AS-15):

Provident fund is defined Contribution scheme and contributions are charged to profit and loss account of the year when the contributions to the respective funds are due. Other retirement benefits such as Gratuity, leave encashment etc., are recognized on basis of an Actuarial Valuation.

The valuation results for the above plan are produced in the tables below:

(in ₹ Thousands)

S. No	Particulars	31-Mar-2023	31-Mar-2022
I	Changes in Present Value of Obligation		
	Present Value of Obligation at start:	0	0
	Acquisition adjustment	0	0
	Interest Cost	0	0
	Past Service Cost	0	0
	Current Service Cost	1,105.27	0
	Curtailement Cost / (Credit)	0	0
	Settlement Cost / (Credit)	0	0
	Benefits paid	0	0

	Actuarial (gain)/ loss on obligations	0	0
	Present Value of Obligation at end	1,105.27	0
II	Bifurcation of Accrued Liability	31-Mar-2023	31-Mar-2022
	Current Liability (Short term)	584.81	0
	Non-Current Liability (Long term)	520.46	0
	Total Accrued Total Liability	1,105.27	0
III	Expenses to be Recognized in P&L A/c	31-Mar-2023	31-Mar-2022
	Current Service Cost	1,105.27	0
	Past Service Cost	0	0
	Interest Cost	0	0
	Expected Return on Plan Assets	0	0
	Expenses to be Recognized in P&L A/c	1,105.27	0
IV	Principal financial assumptions	31-Mar-2023	31-Mar-2022
	Discount rate (per annum)	7.15%	7.36%
	Salary Growth rate (per annum)	4.00%	4.00%

24.4 EARNINGS PER SHARE (AS-20):

(in ₹ Thousands)

Particulars	31.03.2023	31.03.2022
a) Net profit for the year	3007.08	1563.81
b) Weighted average no. of shares outstanding during the year	1,02,400	18,500
c) Basic and diluted earnings per share (Rs.)	0.29	0.85
d) Nominal value of shares (fully paid up) (Rs.)	0.29	0.85

24.5 IMPAIRMENT OF ASSETS (AS-28):

Sl. No.	Particulars	March 31, 2023	March 31, 2022
i)	Amount of impairment losses recognized in the Profit & Loss A/c:	Nil	Nil
ii)	Amount of reversal of impairment losses recognized in the Profit & Loss A/c.:	Nil	Nil
iii)	Amount of impairment losses recognized directly against revaluation surplus	Nil	Nil
iv)	Amount of reversals of impairment losses recognized directly in revaluation surplus	Nil	Nil

24.6 CONTINGENT LIABILITIES & COMMITMENTS (AS-29):

(in ₹ Thousands)

Name of the Act	Nature of Default	Amount
Income Tax Act, 1961 FY 2013-14 FY 2014-15 FY 2018-19 FY 2019-20	Tax Demands issued by Income Tax Department	80.33 39.55 21.99 159.60
The employees' provident funds and miscellaneous Provisions act, 1952	Interest on delayed payments	1.04
Employee State Insurance Act, 1948	Interest on delayed payments	2.57
Payment of Gratuity Act, 1972	Non-compliance on account of compulsory insurance	10.00
New Wage Code, 2022	Non-compliance on account of employee salary structure	5.00
Employment Exchanges (Compulsory Notification of vacancies) Amendment Act, 2013	Non-compliance on account of filing of returns	10.00
Shops and Establishment Act, 1988	Non-Registration	1.00
Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013	Non-compliance of various provisions	50.00

25. ADDITIONAL INFORMATION PURSUANT TO THE REQUIREMENTS OF SCHEDULE III OF THE COMPANIES ACT, 2013 TO THE EXTENT APPLICABLE IS AS UNDER:

(in ₹ Thousands)

Particulars	March 31, 2023	March 31, 2022
a) Value of imports calculated on CIF basis	-Nil-	-Nil-
b) Earnings in Foreign exchange	-Nil-	-Nil-
c) Amount remitted in foreign currency on account of dividends	-Nil-	-Nil-
d) Expenditure in foreign currency – Foreign Traveling expenditure	-Nil-	-Nil-
e) Expenditure in foreign currency – Interest (on buyers line of credit)	-Nil-	-Nil-
f) Expenditure in foreign currency – Interest on Foreign currency loans (unpaid)	-Nil-	-Nil-

In the opinion of the Board, the assets other than fixed assets and noncurrent investments have a value on realization in the ordinary course of business of at least equal to the amount at which they are stated in the balance sheet.

26. KEY FINANCIAL RATIOS

Particulars	Unit of Measurement	31.03.2023	31.03.2022	Variation in %
Current Ratio	Times	1.93	1.50	22.20%
Debt-Equity Ratio	Times	0.17	1.70	(889.12%)
Debt Service Coverage Ratio	Times	0.27	0.20	26.19%
Return on Equity Ratio	In %	4.05	9.04	(123.39%)
Inventory Turnover Ratio	Times	3.08	2.48	19.30%
Trade receivables Turnover Ratio	Times	2.79	1.97	29.25%
Trade payables Turnover Ratio	Times	2.72	2.16	20.71%

Net Capital Turnover Ratio	Times	2.18	2.78	(27.16%)
Net Profit Ratio	In %	2.75	2.15	21.70%
Return on Capital Employed	In %	0.05	0.09	(61.89%)
Return on Investment (Assets)	In %	-	-	-

Reason for variation in ratios of more than 25% change is mainly due to increase in the shareholders' funds due to issue of equity shares with premium during the year.

27. Previous year's figures have been regrouped wherever necessary to conform to the format of Schedule III and the classification adopted in the current year.

Note Nos.24 to 27 above form an integral part of the Balance Sheet and Statement of Profit & Loss.

For CMT & Associates
Chartered Accountants
FRN: 011515S

Sd/-

CA. China Masthan T
Partner

Membership

No.218549

UDIN No:
23218549BGXIPB9414

Place: Hyderabad

Date: 29.05.2023

For and on behalf of the Board
M/s. Retina Paints Limited
CIN: U24232TG2010PLC071018

Sd/-

Rakesh Dommati
Managing Director

DIN: 03214046

Sd/-

Krishnamachari Ramu
Company Secretary

Sd/-

Koyyada Rajitha
Whole Time Director

DIN: 07108068

Sd/-

Ramya Ramakrishnan
Chief Financial Officer



fill your life with colors

Retina Paints Limited
2nd and 3rd Floors, Survey Nos. 184 & 185,
Opp Ganesh Kaman, Phase V, IDA,
Cherlapally, Medchal Malkajgiri,
Telangana - 500 051.
[**secretarial@retinapaints.com**](mailto:secretarial@retinapaints.com)